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From:

Account Name : SHUFFIELD LOWMAN  
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EFFECTIVE DATE

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FLORIDA NON-PROFIT CORPORATION

KCM Foundation, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF**

**KCM FOUNDATION, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I**  
**NAME**

The name of this Corporation shall be KCM FOUNDATION, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation shall be 9074 Harbor Isle Drive, Windermere, Florida 34786.

**ARTICLE III**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence shall be deemed to have commenced at 12:01 a.m. on August 23, 2004, or, if later, at such time and date as is five (5) business days prior to the date on which these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV**  
**PURPOSES AND GENERAL POWERS**

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law.)

The Corporation is not organized for profit, and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in this Article IV of these Articles, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any member, director or officer, or to the benefit of any private individual, person, firm or corporation.

This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such

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other powers as are permitted by applicable law; provided, however, that the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or under any corresponding provision of any future United States Internal Revenue Law, or (2) a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (26 U.S.C. §170 (c)(2)) or any corresponding provision of any future United States Internal Revenue Law.

**ARTICLE V**  
**MEMBERSHIP**

This Corporation shall not have members.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at Gateway Center, 1000 Legion Place, Suite 1700, Orlando, FL 32801, and the initial registered agent of the Corporation at that address shall be William R. Lowman, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws.

Directors may be removed with or without cause.

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the person signing these Articles as incorporator is:

William R. Lowman, Jr., Esq.  
Gateway Center  
1000 Legion Place, Suite 1700  
Orlando, FL 32801

**ARTICLE IX**  
**BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except to the fullest extent possible under law.

**ARTICLE XI**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.


**ARTICLE XII**  
**HEADINGS AND CAPTIONS**

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**ARTICLE XIII**  
**EARNINGS, DISSOLUTION ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 27<sup>th</sup> day of August, 2004.

  
\_\_\_\_\_  
William R. Lowman, Jr.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

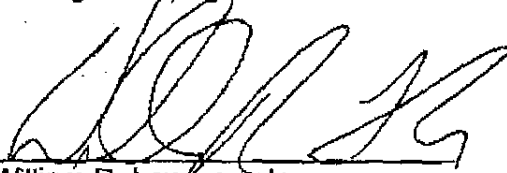
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**KCM FOUNDATION, INC.**, desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at Gateway Center, 1000 Legion Place, Suite 1700, Orlando, FL 32801, has named and designated William R. Lowman, Jr. as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27<sup>th</sup> day of August, 2004.

  
William R. Lowman, Jr.  
Registered Agent

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