

No 28800003890

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/23/02--01005--008
*****87.50 *****87.50

SUBJECT: Keystone Grants, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 APR 23 PM 5:24

FROM: Lori Ditmar
Name (Printed or typed)

9240 Bonita Beach Road, Suite 3309
Address

Bonita Springs, Florida 34135
City, State & Zip

941-947-6200
Daytime Telephone number

NOTE: Please provide the original and ~~one~~ *two* copies of the articles.

*4-25-02
WV*

**ARTICLES OF INCORPORATION
OF
KEYSTONE GRANTS, INC.**

I, the undersigned natural person being of the age of eighteen years or more, acting as incorporator under the Florida Non-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation:

Article I
NAME

The name of the corporation is Keystone Grants, Inc.

Article II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 9240 Bonita Beach Road, Suite 3309, Bonita Springs, Florida 34135. The business of this Corporation may be conducted in all counties of the State of Florida and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Trustees shall determine.

Article III
PURPOSE

The specific purposes, but not limited to, for which the corporation has been formed are:

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, and to act and operate as a charitable organization in providing assistance in the payment of down payments for homebuyers and other related services on a non-profit basis.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Florida Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.
- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

Provided, however,

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(i) 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1986, as amended;

(iii) 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 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article IV MANNER OF ELECTION

Regulations and rules for governing the internal affairs of the corporation will be set forth in the "By-Laws."

Article V TRUSTEES

The number of trustees of this Corporation shall be three (3), or more than three, as fixed from time to time by the By-Laws of the Corporation. The number of trustees constituting the present Board of Trustees of the Corporation is three, and the names and addresses of the persons who are to serve as trustees until their successors are elected and shall qualify are:

Steve Harris
2841 Cobble Moor Lane
Sandy, Utah 84093

Lori L. Ditmar
9240 Bonita Beach Road
Bonita Springs, Florida 34135

Russell M. Dyer
2039 East Arabian Drive
Gilbert, Arizona 85296

Article VI
REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be:


9240 Bonita Beach Road
Suite 3309
Bonita Springs, Florida 34135

Such office may be changed at any time by the Board of Trustees without amendment of these Articles of Incorporation.

The corporation's initial registered agent at such address shall be:

Lori L. Ditmar

I hereby acknowledge and accept appointment as corporate registered agent:


Signature

Article VII
INCORPORATOR

The name and address of the incorporator are:

Lori L. Ditmar
9240 Bonita Beach Road
Suite 3309
Bonita Springs, Florida 34135

Article VIII

DURATION

The period of duration of this corporation is perpetual.

Article IX
DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

Article X
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District 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, I, Lori Ditmar, have executed these Articles of Incorporation in duplicate this 9th day of April, 2002, and say:

That I am the incorporator herein; that I have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters I believe to be true.


Lori Ditmar