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(Business Entity Name)

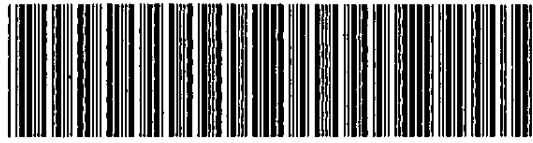
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14 JUN 18 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of 6/23/14



**HELLER  
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Dan P. Heller, Esq.  
dheller@hellerwaldman.com  
Direct Dial: 786-464-8953

June 16, 2014

**Via Federal Express**

Clareetha Golden  
Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **The K2 Wind Foundation, Inc.**

Dear Clareetha:

Enclosed please find the revised Articles of Incorporation of The K-2 Wind Foundation, Inc. Please proceed to file the Articles of Incorporation.

If you have any questions, please feel free to call.

Sincerely,

Dan P. Heller, Esq.

DPH/md  
Enclosure

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TALLAHASSEE, FLORIDA



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Direct Dial: 786-464-8953

June 2, 2014

**Via Federal Express**

Clareetha Golden  
Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **The K2 Wind Foundation, Inc.**

Dear Clareetha:

Enclosed please find a check payable to the Secretary of State of Florida in the amount of \$35.00 representing the balance due. Please proceed to file the Articles of Incorporation of The K2 Wind Foundation, Inc., previously provided to you.

If you have any questions, please feel free to call.

Sincerely,

Dan P. Heller, Esq.

DPH/md  
Enclosure

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 10, 2014

DAN P. HELLER, ESQUIRE  
3250 MARY STREET  
SUITE 102  
COCONUT GROVE, FL 33133

SUBJECT: THE K2 WIND FOUNDATION, INC.  
Ref. Number: W14000033273

We have received your document for THE K2 WIND FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 314A00012539

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 28, 2014

DAN P. HELLER, ESQUIRE  
3250 MARY STREET  
SUITE 102  
COCONUT GROVE, FL 33133

SUBJECT: THE K2 WIND FOUNDATION, INC.  
Ref. Number: W14000033273

We have received your document for THE K2 WIND FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

The name of the entity must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 114A00011490

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**THE K2 WIND FOUNDATION, INC.**

(A Florida Not-For-Profit Corporation)

**DATED MAY 14, 2014**

**ARTICLE 1**  
**NAME**

The name of this corporation shall be THE K2 WIND FOUNDATION, INC. (the "Corporation").

**ARTICLE 2**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is: 501 Brickell Key Drive, Suite 410, Miami, Florida, 33131-2608.

**ARTICLE 3**  
**PURPOSES**

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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TALLAHASSEE, FLORIDA

**ARTICLE 4**  
**POWERS**

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any corresponding provisions of future Florida laws, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

- (1) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (3) No part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

During the period that the corporation is a "private foundation", as defined in section 509(a) of the Internal Revenue Code:

- (1) The following additional limitations on the Corporation's activities shall apply:
  - (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
  - (b) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
  - (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
  - (d) The Corporation shall not make any investments in such manner as subject it to the tax under Section 4944 of the Internal Revenue Code.
  - (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

- (2) The provisions of section 617.0835 of the Florida Statutes, or the corresponding provisions of future Florida law, shall apply so as to limit the activities of the Corporation.

**ARTICLE 5**  
**MEETINGS**

After incorporation, an organizational meeting shall be held in accordance with Chapter 617, Florida Statutes, as amended. The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all Directors agree.

**ARTICLE 6**  
**MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE 7**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is THE K2 WIND FOUNDATION, INC., 501 Brickell Key Drive, Suite 410, Miami, Florida, 33131-2608, and the name of the Corporation's initial registered agent at that address is John Wallington.

**ARTICLE 8**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall initially be three. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the



Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Keegan Caffyn  
501 Brickell Key Drive  
Suite 410  
Miami, Florida, 33131-2608

Kelsey Caffyn  
501 Brickell Key Drive  
Suite 410  
Miami, Florida, 33131-2608

John Wallington  
501 Brickell Key Drive  
Suite 410  
Miami, Florida, 33131-2608

**ARTICLE 9**  
**INCORPORATOR**


The name and address of the person signing these Articles of Incorporation are:

Brian Caffyn  
501 Brickell Key Drive  
Suite 410  
Miami, Florida, 33131-2608

**ARTICLE 10**  
**DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as selected by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the day and year first written above.



BRIAN CAFFYN  
Incorporator

**CERTIFICATE DESIGNATING THE REGISTERED ADDRESS**  
**AND THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That, **THE K2 WIND FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida, has named John Wallington at 501 Brickell Key Drive, Suite 410, Miami, Florida, 33131-2608, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated 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 relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

  
\_\_\_\_\_  
JOHN WALLINGTON, Registered Agent

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TALLAHASSEE, FLORIDA