

N960000000173

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

RE: K2, inc.

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

96 JAN 10 PM 11:42

*w96-560*

JAN 10 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	_____	_____	_____

WALK-IN Will Pick Up NC 1-8

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
<input checked="" type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> ( ) Cert. Copy(a)	40000-1381254	_____
	-01208296--01008--020	_____
_____ Art. of Amend. File	****122.50	****122.50
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
_____ Reg. Agent Service	_____	_____
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ( )	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX ( ) pgs.	_____	_____

SUBTOTALS	_____
FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

RECEIVED  
 96 JAN -8 AM 10:19  
 DIVISION OF CORPORATIONS

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 8, 1996

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: K2, INC.  
Ref. Number: W96000000560

We have received your document for K2, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 596A00000875

96 JAN -9 PM 12:01  
DIVISION OF CORPORATIONS  
-RECEIVED

CORRECTED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 JAN 10 AM 10:29  
DIVISION OF CORPORATIONS

January 9, 1996

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: K2, INC.  
Ref. Number: W96000000560

We have received your document for K2, INC.. However, the document has not been filed and is being returned for the following:

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 996A00001131

CORRECT!

**ARTICLES OF INCORPORATION OF**

**K2 PROJECT, INC.**  
(a Florida corporation not for profit)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 10 AM 11:42

The undersigned, acting as incorporator of **K2 PROJECT, INC.**, Under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I. NAME**

The name of the corporation **K2 PROJECT, INC.** a Florida corporation not for profit

**ARTICLE II. TERM.**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III. INCORPORATOR**

The name and street address of the incorporator is as follows:

Dee Scott Valdez                      2989 Wentworth  
Ft. Lauderdale, FL 33332

**ARTICLE IV. PRINCIPAL OFFICE**

The principal office and mailing address of the corporation is 2989 Wentworth, Ft. Lauderdale, FL 33332.

**ARTICLE V. PURPOSE**

This corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes and to engage in such other pursuits as allowed by Florida Statutes governing corporations not for profit.

For the above purposes the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations including, but with

out limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

#### **ARTICLE VI. DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officer 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 above.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed as determined by the board of directors ("Directors") of the corporation and as allowed by Florida Statutes governing corporations not for profit.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time in the manner provided in the Bylaws but shall never be less than three (3). The manner in which the directors are to be elected or appointed is as stated in the Bylaws.

#### **ARTICLE VIII. INDEMNIFICATION**

Every person who now, is or hereafter shall be a Director or Office of the corporation shall be indemnified by the corporation to the fullest extent now or hereafter permitted by law.

#### **ARTICLE IX. BYLAWS**

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may

deem necessary from time to time. The Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted, at any annual or regular meeting of the Board of Directors of this corporation, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors then in office

**ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office.

**ARTICLE XI. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation is Raymond A. Reiser, 1 S.E. 3rd Avenue, Suite 1240, Miami, FL 33131.

**IN WITNESS WHEREOF**, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 30<sup>th</sup> day of ~~January~~<sup>December</sup>, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
**DEE SCOTT VALDEZ**

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JAN 10 AM 11:42

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: KZ Project, Inc.

2. The name and street address of the registered agent and office is: Raymond A. Reiser

1 S.E. 3<sup>RD</sup> Avenue, Suite 1240  
Miami, FL 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

RAYMOND A. REISER

# N96000000173

RUDEN, MCCLOSKEY, SMITH, ET. AL.

Requestor's Name

215 SOUTH MONROE STREET - #815

Address

TALLAHASSEE, FL 32301 681-9027

City/State/Zip

Phone #

000001785620

-04/18/96--01057--029

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Office Use Only

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
95 APR 18 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

96 APR 18 AM 10:43  
DIVISION OF REGISTRATION

RECEIVED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Corrected  
per  
Richard Aronsky*

*4/18  
Amend  
C.C.*

Examiner's Initials	
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**INTEROFFICE MEMORANDUM**

TO: Tallahassee Runner  
OFFICE: Fort Lauderdale  
FROM: Michele Grabasch  
DATE: April 17, 1996  
RE: K2 Project, Inc.

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Please file the attached Articles of Amendment to Articles of Incorporation with the Florida Secretary of State for the above referenced corporation. Also attached please find a check for \$87.50 in payment of the filing fee.

The client/matter number is KT27804-1

Thanks.

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
K2 PROJECT, INC.

FILED  
95 APR 18 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following provision of the Articles of Incorporation of K2 Project, Inc., a Florida not-for-profit corporation ("Corporation"), filed with the Department of State on January 10, 1996, Charter Number N96000000173, be, and it is hereby, amended as shown below:

Article VI of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE VI. DISTRIBUTION OF SURPLUS ON LIQUIDATION**

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 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 XII is hereby added to the Articles of Incorporation of this Corporation and shall read in its entirety as follows:

Prepared by: Richard A. Aronsky, Esq., FL Bar #0024953  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

## ARTICLE XII LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

Prepared by: Richard A. Aronsky, Esq., FL Bar #0024953  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

The Corporation presently has no members and the foregoing amendment was adopted by a Corporate Action by all the Directors of this Corporation, effective as of March 26, 1996.

IN WITNESS WHEREOF, the undersigned, being the Director of this Corporation, has adopted and executed these Articles of Amendment as of March 26, 1996.

By: Dec Scott Valdez  
Dec Scott Valdez, Director / President

Prepared by: Richard A. Aronsky, Esq., FL Bar #0024953  
Ruden McClosky, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660