

Articles of Incorporation

of

Marion County Kidney Foundation, Inc.

Designated as a Public Charity under Section

Not for Profit 501 (c)(3) of the Internal Revenue Code

EIN 26-3333665 Est. 09/10/2008

The Undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (Florida Statutes Chapter 6170.

Article I

Name and Address

The name of the Corporation is Marion County Kidney Fund, Inc. The address of the initial principal office is 2980 SE 3rd Court, Ocala, Florida 34478. The mailing address is 2980 SE 3rd Court, Ocala, Florida 34478. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

Article II

Purposes

The purpose for which the Corporation is formed are exclusively charitable, scientific and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, (the "Revenue Laws") and the purposes of the Corporation are limited exclusively to the charitable, scientific and educational purposes set forth below.

The primary purpose of this Corporation is to improve the quality of life of persons with Chronic Kidney Disease in Marion County, Florida, by providing services and financial assistance when such needs cannot be met through other local community resources.

Article III

Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. In carrying out its purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable, scientific and educational purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501 (c)(3) organizations organized and operated exclusively for charitable purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

Article IV

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The Number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Name	Address
Joanne Brayton	2980 SE 3 rd Court, Ocala, Florida 34471
Sara Hodges	2980 SE 3 rd Court, Ocala, Florida 34471
Veronica Valila	2980 SE 3 rd Court, Ocala, Florida 34471
Florence Charbonneau	2980 SE 3 rd Court, Ocala, Florida 34471
Patricia Allen	2980 SE 3 rd Court, Ocala, Florida 34471
Megan Bankasingh	2980 SE 3 rd Court, Ocala, Florida 34471

Article V

Officers

The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, Treasurer, Director of Grant Reviews, Director of Community Education, Director of Fundraising, Member at Large, and such other officers as may be provided by the Bylaws. Officers shall be elected every two years by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the next meeting of the Board of Directors are:

Name	Title
Joanne Brayton	Chairman
vacant	Vice Chairman
Sara Hodges	Treasurer
Veronica Valila	Secretary
Florence Charbonneau	Director of Grant Reviews
Patricia Allen	Director of Community Education
Megan Bankasingh	Director of Fundraising

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the corporation may be considered a private foundation as defined in Section 509 (a) of the Internal Revenue Code of 1986, as amended, (or corresponding provision of any subsequent Revenue Laws) it shall not:

- (i) Fail to 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 of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws);
- (ii) Engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Law);
- (iii) Retain any excess business holding as defined in Section 4943 (d) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws);

- (iv) make an investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws).

Article VI

Incorporator

The name of the incorporator: Veronica Valila the Secretary of Marion County
Kidney Foundation, Inc. 2980 SE 3rd Court, Ocala Fl 34471

VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2980 SE 3rd
Court, Ocala Florida 34478

Article VIII

Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct
of its business and the carrying out of its purposes as they may deem necessary

Article IX

Amendments

Amendments to these Articles of Incorporation shall provide such Bylaws for the
conduct of its business and the carrying out of its purposes as they may deem
necessary.

Article X

Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program or propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions, to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay or dividends, and distribute no part of its income or assets to any members, Directors or officers.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509.(a) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to distribute its income for each taxable year as 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 of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws);
- (ii) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws);

- (iii) retain any excess business holding as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Revenue Laws).

Article XI

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or the Director of this Corporation. 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 organizations as said court shall determine which are organized and operated exclusively for such purposes.

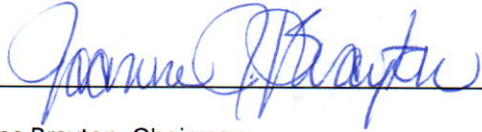
Article XII

Term of Existence

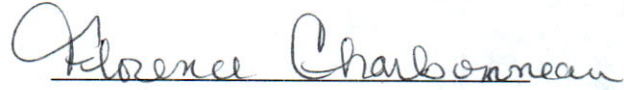
The Corporation shall have perpetual existence.

Marion County Kidney Foundation, Inc.

Signed _____



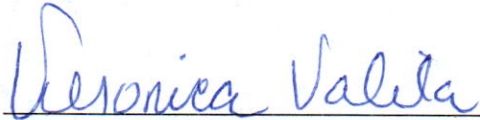
Joanne Brayton, Chairman



Florence Charbonneau, Director of Grant Reviews



Patricia Allen, Director of Community Education



Veronica Valila, Secretary



Megan Bankasingh, Director of Fundraising



Sara Hodges, Treasurer