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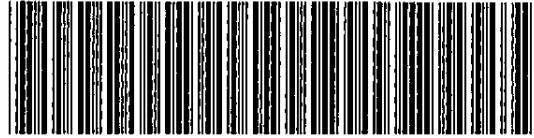
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TALLAHASSEE, FLORIDA

MD 11/30

**ARTICLES OF INCORPORATION OF
THE ALDERMAN FAMILY FOUNDATION, INC.
(A FLORIDA NONPROFIT CORPORATION)**

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**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is The Alderman Family Foundation, Inc. (sometimes referred to as the "Foundation").

**ARTICLE II
DURATION**

The Foundation shall begin its existence upon the filing of these articles of incorporation with the Florida Secretary of State and shall exist perpetually.

**ARTICLE III
PURPOSES**

The Foundation is organized and shall be operated exclusively for charitable, religious, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. (All references in these articles of incorporation to provisions of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.) The specific purposes and objectives of the Foundation shall include, but not be limited to, (1) the provision of a church building and ancillary facilities to be used exclusively as a church for public worship services and other religious, charitable, and educational purposes by Grace Baptist Church of Broward County, Florida, Inc., a Florida nonprofit corporation ("Grace Baptist Church"), or any other religious organization designated by the board of directors of the Foundation, provided that Grace Baptist Church or such other religious organization at all times qualifies as a religious organization described in section 501(c)(3) of the Internal Revenue Code, and provided further that the Foundation may lease, sell, or otherwise dispose of the church building and ancillary facilities at any time, (2) the advancement of the Christian faith, (3) the advancement of education (including religious education), (4) relief of the poor, distressed, and underprivileged, and (4) the promotion of social welfare by organizations designed to accomplish any of the foregoing purposes. Upon any sale or other disposition of the church building and ancillary facilities, the Foundation shall hold and administer the proceeds exclusively for other charitable, religious, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code until dissolution of the Foundation.

**ARTICLE IV
MEMBERS**

The Foundation shall have no capital stock and may have such classes of nonvoting members as may be prescribed by its bylaws from time to time. The designation of each class

and their manner of election or appointment, qualifications, tenure, terms of membership, rights, powers, privileges, and immunities shall be as stated in the bylaws from time to time.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street address of the Foundation's initial registered office and the corporation's mailing address shall be 1594 N.W. 183rd Avenue, Pembroke Pines, Florida 33029, and the Foundation's initial registered agent at such address shall be Dennis T. Alderman.

ARTICLE VI
INCORPORATOR

The incorporator of the Foundation is Dennis T. Alderman, 1594 N.W. 183rd Avenue, Pembroke Pines, Florida 33029.

ARTICLE VII
POWERS; RESTRICTIONS ON POWERS

In furtherance of the purposes and objectives set forth in Article III, and subject to the restrictions set forth in this Article VII, the Foundation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the laws of the State of Florida. Notwithstanding any other provision of these articles of incorporation, the Foundation shall not carry on any activity that would cause the Foundation not to be an organization described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code. Upon dissolution of the Foundation, all corporate assets remaining after the payment of or provision for all its liabilities shall be transferred to any one or more of the following organizations designated by the board of directors of the Foundation provided the transferee then qualifies as an organization described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code: (1) ALSAC/St. Jude Children's Research Hospital, a nonprofit corporation, located in Memphis, Tennessee, (2) Covenant House Florida, Inc., a Florida nonprofit corporation, (3) Emmaus Baptist College, in Brandon, Florida, or (4) one or more other organizations described in both section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code organized and operated exclusively in furtherance of any one or more of the purposes and objectives set forth in Article III. The organization(s) to receive such assets shall be designated by the board of directors and the assets so transferred shall be used in furtherance of the tax exempt purpose(s) of the transferee organization(s).

In addition, the Foundation (A) shall make distributions in furtherance of its tax exempt purposes at all times and in such manner as not to subject the Foundation to tax under section 4942 of the Internal Revenue Code, and (B) is prohibited (i) from engaging in any act of self-dealing (as defined in section 4941(d) of the Internal Revenue Code), (ii) from retaining any

excess business holdings (as defined in section 4943(c) of the Internal Revenue Code), (iii) from making investments in such manner as to subject the Foundation to tax under section 4944 of the Internal Revenue Code, and (iv) from making any taxable expenditures (as defined in section 4945(d) of the Internal Revenue Code). The foregoing restrictions on powers shall be construed to protect the Foundation's tax exempt status under section 501(a) of the Internal Revenue Code and to prevent the Foundation from liability for any of the taxes imposed by sections 4942, 4943, 4944, 4945, and any other sections of chapter 42 of the Internal Revenue Code made applicable under section 4947 of the Internal Revenue Code.

ARTICLE VIII BOARD OF DIRECTORS

The management of the Foundation shall be vested in a board of directors, except as otherwise provided in the Florida Not For Profit Corporation Act, these articles of incorporation, or the bylaws of the Foundation. The number of directors, their classification (if any), their terms of office, and the manner of their election or appointment shall be determined according to the bylaws of the Foundation as in effect from time to time and in accordance with the Florida Not For Profit Corporation Act.

ARTICLE IX INDEMNIFICATION

The Foundation shall indemnify any officer, director, or former officer or director, to the full extent permitted by law, against all expenses and liabilities, including, without limitation, counsel fees and costs, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, administrators, and personal representatives of each person entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article adversely affecting the right of a person indemnified under this Article shall apply to such person for any acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE X AMENDMENT

The Foundation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto according to the bylaws of the Foundation as

in effect from time to time. In the absence of any bylaws, the right to amend or repeal may be exercised by the majority vote of all the members of the corporation's board of directors. Any right conferred upon any members of the Foundation is subject to this reservation. Notwithstanding the foregoing, any amendment of these articles or of the bylaws of the Foundation shall be invalid and void *ab initio* if the amendment causes the Foundation to be disqualified as an organization described in section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20th day of November, 2012.


Dennis T. Alderman, Incorporator

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**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Dennis T. Alderman, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 1594 N.W. 183rd Avenue, Pembroke Pines, Florida 33029, has named Dennis T. Alderman, as its agent to accept service of process within this State at the above address.

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Dennis T. Alderman, Incorporator

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated above, I hereby accept to act in this capacity and agree to comply with the provisions of the laws of the State of Florida applicable thereto.


Dennis T. Alderman, Registered Agent