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October 24, 2022

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FLORIDA BAR BOARD CERTIFIED TAX LAWYER

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: The McCarty Cheney Foundation, Inc.

Dear Sir/Madam:


Please find enclosed the following:

1. Original and one copy of Certificate of Domestication;
2. Original and one copy of Articles of Organization for The McCarty Cheney Foundation, Inc.; and
3. Check in the amount of \$128.75 for the filing fees.

Please return the filed documents in the enclosed Federal Express envelope.

If you have any questions or require further information, please do not hesitate to contact us.

Sincerely,



Stephen P. Holmgren

SPH/  
Enclosures  
01196250.DOCX

**CERTIFICATE OF DOMESTICATION**

The undersigned, Johanna F. Cheney, a Trustee of THE McCARTY CHENEY FOUNDATION, INC., a foreign not for profit corporation (the "Corporation"), in accordance with Section 617.1803, Florida Statutes, does hereby certify:

1. The date on which the Corporation was formed was November 2, 1989.
2. The jurisdiction where the Corporation was formed, incorporated, or otherwise came into being was the State of Georgia.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was THE McCARTY CHENEY FOUNDATION, INC.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Sections 617.01201 and 617.0202, Florida Statutes, with this Certificate, is THE McCARTY CHENEY FOUNDATION, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business of central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Georgia.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 617.1803.

I am a Trustee of THE McCARTY CHENEY FOUNDATION, INC., a foreign not for profit corporation, and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this the 12 day of October, 2022.

Johanna Cheney  
Johanna F. Cheney  
Trustee

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**ARTICLES OF INCORPORATION  
OF  
THE McCARTY CHENEY FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, Chapter 617, the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

**Article I  
Name**

The name of this corporation shall be THE McCARTY CHENEY FOUNDATION, INC.

**Article II  
Principal Office**

The principal place of business of this corporation shall be:

2660 SOUTH OCEAN BOULEVARD, UNIT 503 SOUTH  
PALM BEACH, FLORIDA 33480-6568

**Article III  
Mailing Address**

The mailing address of business of this corporation shall be:

2660 SOUTH OCEAN BOULEVARD, UNIT 503 SOUTH  
PALM BEACH, FLORIDA 33480-6568

**Article IV  
Initial Registered Agent and Address**

The name and street address of the initial registered agent of this corporation are:

ELEANOR FRANCES CHENEY  
2660 SOUTH OCEAN BOULEVARD, UNIT 503 SOUTH  
PALM BEACH, FLORIDA 33480-6568

Robert H. Trudeau, Esq.  
Purcell, Flanagan, Hay & Greene, P.A.  
1548 Lancaster Terrace  
Jacksonville, Florida 32204  
(904) 355-0355  
Fla. Bar No.: 0889091

SAL. F. ANDERSON, VICE  
PRESIDENT  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**Article V**  
**Incorporator**

The name and street address of the incorporator of this corporation are:

ELEANOR FRANCES CHENEY  
2660 SOUTH OCEAN BOULEVARD, UNIT 503 SOUTH  
PALM BEACH, FLORIDA 33480-6568

**Article VI**  
**Effective Date; Duration**

6.1. Effective Date. Corporate existence shall commence on the date these Articles are executed.

6.2. Duration. This corporation shall exist perpetually.

**Article VII**  
**Purposes**

7.1. Purposes. This corporation is organized exclusively for charitable, educational, religious and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code"). It is intended that this corporation shall not engage in any activity for pecuniary profit.

7.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 any political campaign on behalf of any candidate for public office.

7.3. Private Foundation Requirements. In the event that this corporation shall be a "private foundation" within the meaning of Section 509 of the Code: (a) this corporation's income, and to the extent income is insufficient, principal for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless this corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and (b) this corporation shall be prohibited: (i) from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) from retaining any excess business holdings as defined in Section 4943(c) of the Code, (iii) from making any investments in such manner as to subject this corporation to tax under Section 4944 of the Code, and (iv) from making any taxable expenditures as defined in Section 4945(d) of the Code.

**Article VIII**  
**Directors**

8.1. Number of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F.S. Section 617.0803(1) or successor provision.

8.2. Initial Directors. The name and street address of the initial directors of the corporation are:

ELEANOR FRANCES CHENEY  
2660 SOUTH OCEAN BOULEVARD, UNIT 503 SOUTH  
PALM BEACH, FLORIDA 33480-6568

WILLIAM H. CHENEY, JR.  
1415 2<sup>ND</sup> STREET, UNIT 707  
SARASOTA, FLORIDA 34236

JOHANNA F. CHENEY  
75 W. WALNUT STREET, UNIT 431  
PASADENA, CA 91103-3751

8.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

8.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

8.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article IX**  
**Dissolution**

Upon the dissolution of this corporation, the board of directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) of the Code, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of this corporation is then located, exclusively for charitable or educational purposes, or to such

organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable or educational purposes as described in Section 501(c)(3) of the Code.


**Article X**  
**Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the board of directors.

**Article XI**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

The incorporator affirms the facts stated in this document are true as of the 12 day of October, 2022.

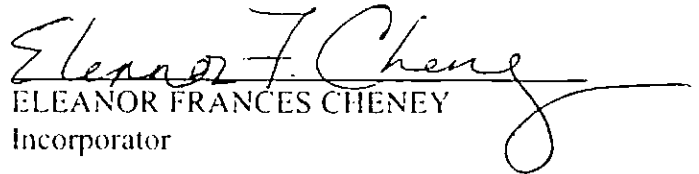
  
ELEANOR FRANCES CHENEY  
Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

THE McCARTY CHENEY FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates ELEANOR FRANCES CHENEY as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 2660 SOUTH OCEAN BOULEVARD, UNIT 503 SOUTH, PALM BEACH, FLORIDA 33480-6568.

DATED this 17 day of October, 2022.

  
ELEANOR FRANCES CHENEY  
Incorporator

Having been named as registered agent 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.

DATED this 17 day of October, 2022.

  
ELEANOR FRANCES CHENEY  
Registered Agent