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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Florida Council of 100 Foundation, Inc.**

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ARTICLES OF INCORPORATION  
OF  
THE FLORIDA COUNCIL OF 100 FOUNDATION, INC.

The undersigned hereby forms a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (the "Act") and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: The Florida Council of 100 Foundation, Inc. (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and initial mailing address of the Corporation shall each be 400 N. Tampa Street, Suite 1010, Tampa, FL 33602.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for supporting the charitable, scientific, and educational purposes within the meaning of 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 (the "Code") of The Florida Council of 100, Inc., a Florida not-for-profit corporation which is recognized as exempt pursuant to Section 501(c)(6) of the Code. In furtherance of these purposes but not in limitation thereof, the Corporation may exercise all rights and powers of the Corporation as are provided in Chapter 617, Florida Statutes, limited as follows:

(a) 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 and to make payments and distributions in furtherance of one or more of its purposes), and no director, officer, or member of the Corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation except if such person is recognized as a tax exempt organization under the Code furthering the purposes of the Corporation.

(b) The Corporation shall not engage in the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in the primary Regulations.

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(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code.

(d) In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income 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 the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

(e) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets (if any) of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets (if any) not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE IV: MEMBERS

The Corporation shall have one member, The Florida Council of 100, Inc. Such member shall have the rights provided in the Bylaws of the Corporation.

ARTICLE V. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these articles, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VI: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the Corporation's initial registered agent is Steven M. Birnholz, 400 N. Tampa Street, Suite 1010, Tampa, Florida 33602.

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ARTICLE VII: INCORPORATOR

The name and street address of the Corporation's incorporator is Matthew J. Scheer, 777 S. Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on September 8, 2023.

/s/ Matthew J. Scheer

\_\_\_\_\_  
Matthew J. Scheer, Incorporator

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, I, Steven M. Birnholz, hereby accept the appointment as registered agent and agrees to act in this capacity. I, Steven M. Birnholz, further agree to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.

*Steven M. Birnholz*

\_\_\_\_\_  
Steven M. Birnholz  
Date: September 8, 2023

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