

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Stout Family Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
STOUT FAMILY FOUNDATION, INC.
(A Florida Corporation Not For Profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME OF THE CORPORATION**

1. The name of this Corporation is **STOUT FAMILY FOUNDATION, INC.**, (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

2. The address of the principal office and the mailing address of the Corporation shall be:

2650 Bullrush Lane
Naples, Florida 34105

**ARTICLE III
DURATION**

3. The Corporation's existence shall be perpetual unless dissolved according to law.

**ARTICLE IV
PURPOSES**

4.1 The Corporation is organized exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Code Section 501(c)(3), including for such purposes, the making of grants or other distributions.

4.2 The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

- 5.1 There shall be four (4) directors on the initial Board of Directors.
- 5.2 The method of election of the Board of Directors shall be stated in the bylaws of the Corporation.

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5.3 The names and addresses of the initial members of the board of Directors are:

Cynthia M. Stout
2650 Bullrush Lane
Naples, Florida 34105

Jimmy R. Stout
2650 Bullrush Lane
Naples, Florida 34105

Taylor M. Stout
37645 N. Lake Vista Terrace
Spring Grove, Illinois 60081

Shelley L. Stout
519 South Van Buren Street
Iowa City, Iowa 52240

ARTICLE VI **MEMBERS**

6.1 The Corporation shall have one class of Members. The initial members of the Corporation shall be: Cynthia M. Stout, Jimmy R. Stout, Shelley L. Stout, and Taylor M. Stout.

6.2 The rights and obligations of Members and Membership shall be established in the Bylaws of the Corporation, provided that no Class of Membership may be granted a direct or indirect ownership in the assets of the Corporation.

ARTICLE VII **DISSOLUTION**

7. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets 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, religious, literary, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII **PROHIBITED ACTS**

8.1 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 the purposes set forth in these Articles of Incorporation.

8.2 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 (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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8.3 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3) or (b) by a corporation, contributions to which are deductible for federal income, estate, and gift tax purposes under Code Sections 170(c)(2), 2055(a)(2) and 2522(a)(2).

8.4 The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942. Further, the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), nor retain any excess business holdings as defined in Code Section 4943(c), nor make any investments in such manner as to incur tax liability under Section 4944, nor make any taxable expenditures as defined in Section 4945(d).

ARTICLE IX
AMENDMENT

9. The Articles of Incorporation shall be amended only by the affirmative vote of a majority of the members of the Corporation.

ARTICLE X
REFERENCES

10. All references in these Articles of Incorporation to Code Sections are to sections of the Internal Revenue Code of 1986, as amended, and shall include future amendments to such sections and corresponding provisions of future federal tax laws, all as from time to time in effect.

ARTICLE XI
REGISTERED AGENT/INCORPORATOR

11.1 The street address of the Corporation's registered office in the State of Florida is 1395 Panther Lane, Suite 300, Naples, Florida 34109, and the name of its registered agent at such office is NAPLES-LAWDOCK, INC.

11.2 Kimberly Leach Johnson, whose address is 1395 Panther Lane, Suite 300, Naples, Florida 34109 is the Incorporator of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation on the 11 day of February, 2008.



Kimberly Leach Johnson, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is **STOUT FAMILY FOUNDATION, INC.**


The name of the initial registered agent of the Corporation is **NAPLES-LAWDOCK, INC.**, 1395 Panther Lane, Suite 300, Naples, FL 34109.

REGISTERED AGENT ACCEPTANCE

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 that 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.

DATE: February 11, 2008

NAPLES-LAWDOCK, INC.


KIMBERLY LEACH JOHNSON,
Its Secretary

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08 MAY 14 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA