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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**G. Robert Toney Family Foundation, Inc.**

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**ARTICLES OF INCORPORATION OF  
G. ROBERT TONEY FAMILY FOUNDATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of the Corporation is G. Robert Toney Family Foundation, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized to receive a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereinafter be amended.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code §501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to undistributed income imposed by §4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) Notwithstanding any other provisions of these articles of incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in §4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under §4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in §4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under §4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in §4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV** **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Directors may be elected from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

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G. Robert Toney  
1915 Southwest 21<sup>st</sup> Avenue  
Fort Lauderdale, Florida 33317

Jane S. Toney  
1915 Southwest 21<sup>st</sup> Avenue  
Fort Lauderdale, Florida 33317

Anne B. Amata  
1915 Southwest 21<sup>st</sup> Avenue  
Fort Lauderdale, Florida 33317

Kathryn G. Spritzer  
1915 Southwest 21<sup>st</sup> Avenue  
Fort Lauderdale, Florida 33317

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE V**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be at 1915 Southwest 21<sup>st</sup> Avenue, Fort Lauderdale, Florida 33317.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301. The initial registered agent of the Corporation at that address shall be William T. Coleman, Esq.

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**ARTICLE VII**  
**MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

**ARTICLE VIII**  
**MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapters 617 or 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

**ARTICLE IX**  
**NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

**ARTICLE X**  
**BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

**ARTICLE XI**  
**AMENDMENTS**

These articles of Incorporation may be amended at any meeting of the Board of Directors, by

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the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

**ARTICLE XII**  
**INCORPORATOR**

The name and residence address of the subscriber of these Articles of Incorporation is:

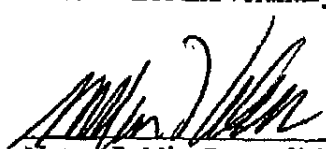
G. Robert Toney  
1915 Southwest 21<sup>st</sup> Avenue  
Fort Lauderdale, Florida 33317

IN WITNESS WHEREOF, we have subscribed my name this 16<sup>th</sup> day of September.

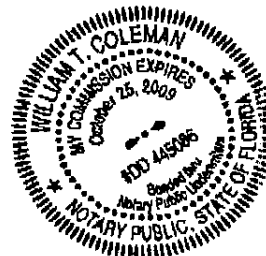
  
\_\_\_\_\_  
G. Robert Toney, Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 2009, by G. Robert Toney, as Incorporator, who is personally known to me and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
\_\_\_\_\_  
Notary Public, State of Florida

[Notary Stamp]



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT**  
**UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 607.0501 and 617.0501 Florida Statutes, the following is submitted:

G. Robert Toney Family Foundation, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 1915 Southwest 21<sup>st</sup> Avenue, Fort Lauderdale, Florida 33317, has named William T. Coleman, Esq., located at 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301, as its agent to accept service of process within Florida.

DATE: September 16, 2009.

  
G. Robert Toney, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: September 16, 2009.

  
William T. Coleman Esq., Registered Agent

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 2009, by William T. Coleman, Esq., who is personally known to me and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
Notary Public, State of Florida

[Notary Stamp]



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