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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

The McKenzie Noelle Wilson Foundation, Inc.

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The McKenzie Noelle Wilson Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

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Thomas.Hajda@EverBank.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF
THE MCKENZIE NOELLE WILSON FOUNDATION, INC.
(A Corporation Not For Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 SEP -3 AM 11:46

APPROVED
FILEDARTICLE ONEName

The name of the corporation shall be:

THE MCKENZIE NOELLE WILSON FOUNDATION, INC.

ARTICLE TWOPerpetual Duration

The corporation shall have perpetual duration.

ARTICLE THREECorporation Not For Profit and Charitable Purposes

The corporation shall be a corporation not for profit under applicable provisions of Florida law. It shall be organized, and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, all with a view toward honoring the memory and spirit of McKenzie Noelle Wilson. The charitable purposes of the corporation shall be carried out in such ways as the Board of Directors of the corporation shall determine in its discretion. In furtherance of such purposes, the corporation shall have full power and authority:

- (a) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;
- (b) To make distributions for other charitable purposes;
- (c) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same may be amended from time to time; and

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(d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Florida law, including the Florida Not For Profit Corporation Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article Three and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

Tax-Exempt Nonprofit Corporation

The corporation shall be neither organized nor operated for pecuniary gain or profit.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, officer, or director of the corporation, or any other private person; but 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 as set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code; or

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(ii) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE FIVE

Private Foundation Restrictions

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE SIX

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that

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such powers and duties are not inconsistent with the status of the corporation as a nonprofit corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code.

ARTICLE SEVEN

Members

The corporation shall have no members.

ARTICLE EIGHT

Dissolution of Corporation

Upon dissolution of the 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 those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue 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 for 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 NINE

Registered Office and Registered Agent

The address of the initial registered office of the corporation is 136 Kingfisher Drive, Ponte Vedra Beach, Florida 32082. The initial registered agent of the corporation at such address shall be Thomas A. Hajda.

ARTICLE TEN

Principal Office

The mailing address of the initial principal office of the corporation is 365 Royal Tern Road, South, Ponte Vedra Beach, Florida 32082.

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ARTICLE ELEVEN**Definitions**

For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

ARTICLE TWELVE**Limitation of Director Liability**

(a) A director of the corporation shall not be personally liable to the corporation or its members or to any other person for monetary damages for breach of duty of care or other duty as a director, or for any statement, vote, decision, or failure to act, regarding corporate management or policy, regardless of when such breach, statement, vote, decision, or failure to act may have occurred, except to the extent that exculpation from liability is not permitted under Florida law as in effect at the time such liability is determined.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If Florida law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida law.

(d) In the event that any of the provisions of this article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise

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unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE THIRTEEN**Incorporator**

The name and address of the Incorporator are as follows:

Margaret W. Scott
Alston & Bird LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

ARTICLE FOURTEEN**Amendments**

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in office.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation,
this 3rd day of September 20 10


MARGARET W. SCOTT
Incorporator

ALSTON & BIRD LLP
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424
(404) 881-7962

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


THOMAS A. HAJDA, Registered Agent

Date: September 3, 2010

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