

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
United Way Foundation of Indian River County, Inc.

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ARTICLES OF INCORPORATION**OF****UNITED WAY FOUNDATION OF INDIAN RIVER COUNTY, INC.**

The undersigned, under the provisions of Chapter 617 of the Florida Statutes, for the purpose of forming a not for profit corporation under the laws of the State of Florida, sets forth the following:

ARTICLE I - Name

The name of the corporation is: UNITED WAY FOUNDATION OF INDIAN RIVER COUNTY, INC.

ARTICLE II - Principal Place of Address

The United Way Foundation of Indian River, Inc. (the "Foundation") shall have and continuously maintain in Vero Beach, Florida, its principal place of business at 1836 - 14th Avenue, Vero Beach, Florida 32960. The mailing address of the Foundation shall be 1836 - 14th Avenue, Vero Beach, Florida 32960. The name and Florida street address of the initial registered agent shall be Rebecca R. Eminons, Esq., 3355 Ocean Drive, Vero Beach, FL 32963.

ARTICLE III - Purpose

The Foundation is organized and operated solely and exclusively to support and benefit the United Way of Indian River County, Inc., a Florida not for profit corporation, which is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") and which is qualified as a public charity under Section 509(a)(1) of the Code (the "United Way of Indian River"), including the establishment of an endowment to support such mission. The Foundation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which are not inconsistent with the Foundation's qualification under Section 501(c)(3) of the Code or with its status as a "Type I" supporting organization under Section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder.

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ARTICLE IV - Powers

The Foundation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Foundation, limited only by the restrictions set forth in these Articles of Incorporation or in the Bylaws of the Foundation.

ARTICLE V - Term of Existence

The term for which the Foundation is to exist shall be perpetual.

ARTICLE VI - Members

The Foundation shall be organized as a non-stock corporation and the Foundation shall have no members.

ARTICLE VII - Directors

A. Generally. The Foundation shall be governed by the Board of Directors who shall be elected as provided in the Bylaws of the Foundation and who shall be responsible for the administration of the affairs of the Foundation. The number and terms of the Directors shall be as provided in the Bylaws of the Foundation except that at least a majority of the Foundation's Board of Directors shall also be elected by the board of directors of the United Way of Indian River and at least three (3) members, but in any event no more than one-third (1/3) of the Foundation's Board of Directors, shall also be members of the board of directors of the United Way of Indian River.

B. Powers. The Board of Directors shall act for the Foundation and shall have the power to decide all matters relating to the conduct of the business subject to any restrictions contained herein or in the Bylaws of the Foundation.

ARTICLE VIII - Dissolution

In the event of dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all the assets

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of the Foundation exclusively for the purposes of the Foundation to the United Way of Indian River, if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Code, or if not still in existence and qualifying as tax exempt, then to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and which are, at the time qualified as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes of the Foundation. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purpose.

ARTICLE IX. Amendment

The Articles of Incorporation of the Foundation may be amended by a vote of the majority of the members of the Board of Directors of the Foundation and require the approval of a majority of the members of the Board of Directors of the United Way of Indian River.

ARTICLE X. Indemnification

A. No officer or director of the Foundation shall be personally liable to the Foundation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability, provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Foundation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

B. The Foundation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Foundation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she

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may become involved by reason of his or her service in such capacity; provided that any compromise or settlement payment shall be approved by the Foundation.

C. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

D. This provision constitutes a contract between the Foundation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE XI - Miscellaneous

A. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Foundation. No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Code.

B. The income from any and all fund raising activities of the Foundation shall only be distributed to the United Way of Indian River, in support and furtherance of its purposes and in accordance with the Foundation's distribution policy and the donor's intent.

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ARTICLE XII - Effective Date

These Articles of Incorporation shall be effective on the date that same are filed with the Florida Secretary of State.

ARTICLE XIII - Incorporator

The name and street address of the incorporator for these Articles of Incorporation are:
United Way of Indian River County, Inc., 1836 - 14th Avenue, Vero Beach, Florida 32960.

The undersigned incorporator has executed these Articles of Incorporation this 16 day of November 2010.

UNITED WAY OF INDIAN RIVER COUNTY, INC.

By: Thomas J. Manwaring
Thomas Manwaring, Chairman

**STATE OF FLORIDA
COUNTY OF INDIAN RIVER**

The foregoing instrument was acknowledged before me this 16th day of November 2010, by Thomas Manwaring, as Chairman of the United Way of Indian River County, Inc., as the Incorporator of United Way Foundation of Indian River County, Inc., who is personally known to me.



Sandra G. Block
Notary Public

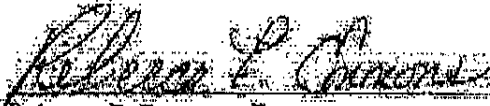
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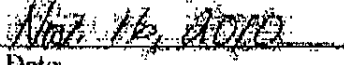
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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Rebecca F. Emmons, Esq. is an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation.

Rebecca F. Emmons, Esq. is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0503 of the Florida Statutes.


Rebecca F. Emmons, Esq.


Date

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