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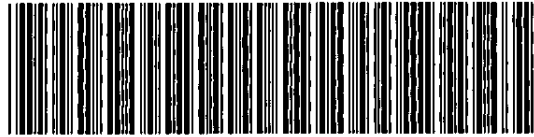
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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET

P.O. BOX 391 (ZIP 32302)

TALLAHASSEE, FLORIDA 32301

(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5457

March 26, 2013

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Eric and Machele Thompson Foundation, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced not-for-profit corporation. Also enclosed is our check in the amount of:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of Status

☒ \$78.75
Filing Fee &
Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy &
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

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**ARTICLES OF INCORPORATION
OF
ERIC AND MACHELLE THOMPSON FOUNDATION, INC.
A Florida Not-for-profit Corporation**

The undersigned, a majority of whom are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.
Name**

The name of this Corporation shall be **Eric and Machelles Thompson Foundation, Inc.**

**Article 2.
Principal Office**

The principal place of business of the Corporation and its mailing address shall be

7188 Ox Bow Circle
Tallahassee, Florida 32312-2569

**Article 3.
Corporate Purposes**

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the **Code**), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**Article 4.
Corporate Powers**

Section 4.01. The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida that are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 Article 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not

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participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Code, as applicable.

Section 4.02. During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Code, the Corporation shall:

- (a) distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a);
- (b) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a);
- (c) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a);
- (d) not make any investments that would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and
- (e) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a).

Unless otherwise indicated, as used in this Article 3 and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Article 5.

Board of Directors

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of four (4) members, as set forth below, who shall hold office for such terms as provided in the

Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name</u>	<u>Address</u>
Eric Thompson	7188 Ox Bow Circle Tallahassee, Florida 32312-2569
Machelle Thompson	7188 Ox Bow Circle Tallahassee, Florida 32312-2569
Brian Cronin	2687 Nantucket Lane Tallahassee, Florida 32309-2257
Sonya Cronin	2687 Nantucket Lane Tallahassee, Florida 32309-2257

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Article 6. **Amendments**

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

Article 7. **Dissolution**

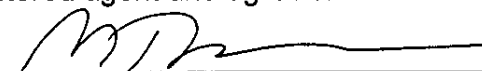
Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization that shall then be qualified for exemption under Section 501(c)(3) of the Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

Article 8.
Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

Machelle D. Madsen Thompson
7188 Ox Bow Circle
Tallahassee, Florida 32312-2569

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



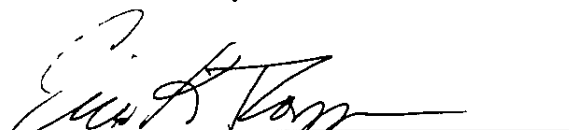
Machelle D. Madsen Thompson
Registered Agent

Article 9.
Incorporators

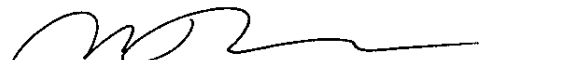
The names and addresses of the incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
Eric Thompson	7188 Ox Bow Circle Tallahassee, Florida 32312-2569
Machelle Thompson	7188 Ox Bow Circle Tallahassee, Florida 32312-2569

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of **Eric and Machelle Thompson Foundation, Inc.**, on this 26th day of March, 2013.


Signature/Incorporator

Date: March 26, 2013


Signature/Incorporator

Date: March 26, 2013

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