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**DOMESTICATION**

**Charles and Margery Barancik Foundation, Inc.**

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**CERTIFICATE OF DOMESTICATION  
OF  
CHARLES AND MARGERY BARANCIK FOUNDATION, INC.  
(A Corporation Not for Profit)**

THE UNDERSIGNED, Charles L. Barancik, President of the Charles and Margery Barancik Foundation, an Illinois corporation not for profit (the "*Corporation*"), in accordance with Section 617.1803, Florida Statutes, does hereby certify the following:

1. The date on which the Corporation was first formed is May 15, 1986.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being is the State of Illinois.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was the Charles and Margery Barancik Foundation.
4. The name of the Corporation, as set forth in its articles of incorporation, to be filed pursuant to Sections 617.01201 and 617.0202, Florida Statutes, with this certificate, is the Charles and Margery Barancik Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of Illinois.
6. Attached are Florida articles of Incorporation pursuant to section 617.1803, Florida Statutes.

I am the President of the Charles and Margery Barancik Foundation and I am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 28rd day of May 2014.

  
Charles L. Barancik  
As Its President

**ARTICLES OF INCORPORATION  
OF  
CHARLES AND MARGERY BARANCIK FOUNDATION, INC.  
(A Corporation Not for Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the undersigned incorporator hereby makes, adopts and subscribes the following Articles of Incorporation:

**Article 1 – Name of Corporation**

The name of this corporation shall be: Charles and Margery Barancik Foundation, Inc.

**Article 2 – Principal Address**

The principal address and the mailing address of the corporation shall be: 2141 Gulf of Mexico Drive, Apartment #7, Longboat Key, Florida 34228-5232.

**Article 3 - Purpose of Corporation**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, cultural, and other charitable purposes, including:

(a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes; or

(b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors without the necessity of the approval of any trustee, custodian or agent, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

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 the purpose clause hereof. 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 any candidate for public office. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3), of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **Article 4 - Membership**

The corporation will not have any members.

#### **Article 5 – Board of Directors**

The board of directors of the corporation shall be the governing body of the corporation and shall have all requisite power and authority over the affairs of the corporation as provided in the Bylaws of the corporation. The method of election of the directors of the corporation shall be as provided in the Bylaws of the corporation.

#### **Article 6 - Officers**

The corporation shall have officers as provided in the Bylaws of the corporation.

#### **Article 7 – Corporate Existence**

The existence of the corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the corporation shall be made according to the terms set forth in Article 12.

#### **Article 8 - ByLaws**

The incorporator of the corporation shall adopt Bylaws of the corporation consistent with these Articles of Incorporation. Thereafter, the Bylaws of the corporation may be altered, amended or rescinded by the directors of the corporation in the manner provided by such Bylaws of the corporation.

#### **Article 9 – Registered Office**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is Cross Street Corporate Services, LLC.

#### **Article 10 - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is Elizabeth C. Marshall, 200 South Orange Avenue, Sarasota, Florida 34236.

#### **Article 11 - Committees**

The corporation may establish such committees as provided in the Bylaws of the corporation.

#### **Article 12 – Distribution Upon Dissolution**

Upon the dissolution of the corporation, as provided in the Bylaws of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court 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 13 - Amendment**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of May 2014.

Elizabeth C. Marshall  
Elizabeth C. Marshall  
Incorporator

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned hereby consents to the appointment as Registered Agent of the Chades and Margery Barancik Foundation, to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

**Cross Street Corporate Services, LLC,**  
a Florida limited liability company

By: Elizabeth C. Marshall  
Elizabeth C. Marshall  
As its vice President

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