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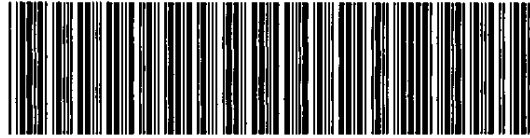
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 DEC -4 AM 7:49

APPROVED
AND
FILED

VH



SAXON | GILMORE

SAXON GILMORE & CARRAWAY, P.A.

Attorneys and Counselors at Law

201 E. KENNEDY BLVD., SUITE 600

TAMPA, FLORIDA 33602

phone 813.314.4500

fax 813.314.4555

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December 3, 2015

VIA FEDERAL EXPRESS

TRK#775111560176

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
Footsteps Foundation Inc.

Dear Sir/Madam:

Enclosed please find two originals and one copy of the above referenced Articles to be filed, along with our filing fees for \$78.75.

Your help with this matter is very much appreciated. Should you have any questions, please contact me at (813) 314-4502.

Sincerely, 

SAXON GILMORE & CARRAWAY, P.A.

Ricardo L. Gilmore, Esq.

RLG/sm

Enclosures

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APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
FOOTSTEPS FOUNDATION, INC.

15 DEC -4 AM 7:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the Incorporator of *FOOTSTEPS FOUNDATION, INC.*, a Florida not for profit corporation, hereby file the following Articles of Incorporation, that comply with the requirements of Florida Statutes Chapter 617 (Florida Not For Profit Corporation Act):

ARTICLE I- NAME

The name of the Corporation is *FOOTSTEPS FOUNDATION, INC.*, a Florida not for profit corporation (hereinafter the "Corporation").

**ARTICLE II- REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be Ricardo L. Gilmore, Esquire.

The principal place of business and the mailing address of the Corporation shall be: *FOOTSTEPS FOUNDATION, INC.*, 110 South Manhattan Avenue #44, Tampa, Florida 33609.

ARTICLE III – PURPOSES AND POWERS

The general nature of the objectives, purposes, powers and limitations of the *Corporation* shall be to:

- a) Engage in any and all activities, including but not necessarily limited to fundraising for ownership of, construction of and operation of Footsteps, an interactive theme park and auxiliary facilities dedicated to providing an interactive educational experience to the residents of and visitors to Hillsborough County, Florida;

- b) Operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);
- c) Accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from a historic preservation agencies or organizations, from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;
- d) Generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;
- e) Insure that no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. 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;
- f) Insure that, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ji) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;
- g) Insure that the Corporation will distribute its income for each tax 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 of 1986, or corresponding section of any other federal tax code;
- h) Insure that the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;

- i) Insure that the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;
- j) Insure that the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;
- k) Insure that the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.
- l) Have succession by its corporate name for the period set forth in its Articles of Incorporation;
- m) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- n) Adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"
- o) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;
- p) Adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;
- q) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;
- r) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;
- s) Purchase, take, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- t) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;
- u) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

- v) Make loans and to purchase mortgages; notes or other interests in real estate from others to assist in the financing of the construction, development, rehabilitation or other acquisition and equipping of buildings and structures which may be utilized for low-rent housing and other civic purposes authorized by law;
- w) Borrow funds necessary for the purposes of making loans, acquiring mortgages and financing or refinancing the cost of acquiring, rehabilitating, constructing, maintaining and operating such properties and facilities, the indebtedness for which borrowed money may be evidenced by securities of this corporation of any kind or character issued at any one or more times which may be either unsecured or secured by deed to secure debt, mortgage, trust deed, or other lien upon any part or all of the properties and assets at any time then or thereafter owned by or acquired by this corporation, provided that no obligations of this corporation shall be issued unless the Authority, not more than sixty (60) days prior to the date of issue of such obligations, shall have approved there terms and conditions of such obligations and shall have approved any substantial changes to the terms and conditions of the issuance prior to the date of issue;
- x) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;
- y) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;
- z) Make donations and work together with public or private entities to encourage and facilitate the provision of affordable housing opportunities to persons and families of low and moderate income, for the public welfare, and for religious, charitable, scientific, educational or other similar purposes;
- aa) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and
- bb) Insure that the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not For Profit Corporation Act) which powers are included herein by reference.

ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

ARTICLE V - EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of six (6) members, as provided for in the bylaws. The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than three (3). The manner of election shall be as provided by the bylaws. The names and addresses of the initial members of the Board of Directors are:

NAME

ADDRESS

Fassil Gabremariam
Chief Executive Officer

110 South Manhattan Avenue #44
Tampa, Florida 33609

Tim H. Jones
Chief Operating Officer

110 South Manhattan Avenue #44
Tampa, Florida 33609

Malissa Khumprakob
Secretary

201 East Kennedy Blvd., Suite 600
Tampa, Florida 33609

Doug Rutledge
Director

110 South Manhattan Avenue #44
Tampa, Florida 33609

Dick Sargon
Director

110 South Manhattan Avenue #44
Tampa, Florida 33609

Keith Vassalatti
Chief Financial Officer

110 South Manhattan Avenue #44
Tampa, Florida 33609

ARTICLE VII- BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

Fassil Gabremariam
Chief Executive Officer

ADDRESS

110 South Manhattan Avenue #44
Tampa, Florida 33609

ARTICLE IX- DISSOLUTION

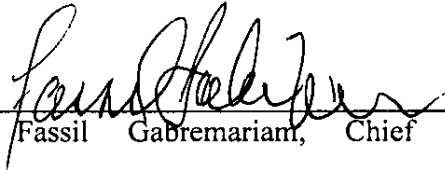
Upon the dissolution or liquidation of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court in 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 X- AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

IN WITNESS OF THE FOREGOING, I hereby set my hand and seal this 3rd
day of December, 2015.

FOOTSTEPS FOUNDATION, INC.

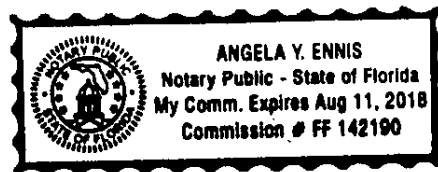
By: 
Fasil Gabremariam, Chief Executive Officer

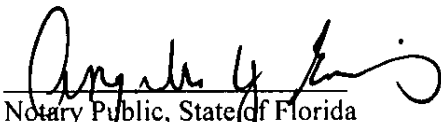
Officer

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of Dec, 2015, by Fasil Gabremariam, and he executed the foregoing Articles of Incorporation as Chief Executive Officer of *FOOTSTEPS FOUNDATION, INC.*




Notary Public, State of Florida
Print, Type or Stamp Name

Personally Known _____ Type of Identification Produced DL Or Produced Identification _____

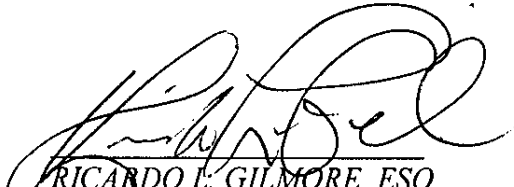
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CERTIFICATE

That *FOOTSTEPS FOUNDATION, INC.*, desiring to organize under the laws of the State of Florida, with its principal office at 110 South Manhattan Avenue #44, City of Tampa, County of Hillsborough, State of Florida 33609, has named Ricardo L. Gilmore, Esq., located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, City of Tampa, County of Hillsborough, State of Florida 33602, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.



RICARDO L. GILMORE, ESQ.

APPROVED
AND
FILED

15 DEC -4 AM 7:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA