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COVER LETTER

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

SUBJECT: MCB PRIVATE 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

FROM: H. Frank Winn, Jr.

Name (Printed or typed)

P O Box 150

Address

Pensacola, FL 32591

City, State & Zip

850-434-6214

Daytime Telephone number

h.frankwinn@att.net

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
MCB PRIVATE FOUNDATION, INC.

(A Florida not for Profit Corporation)**

The undersigned incorporators, H. Frank Winn, Jr., a natural person competent to contract, hereby present these Articles of Incorporation as the Articles of Incorporation of MCB Private Foundation, Inc. (the "Articles") for formation of a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*.

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the corporation is MCB Private Foundation, Inc. (the "Corporation"), and the initial principal office and mailing address of the Corporation is 181 Pine Street, Santa Rosa, FL 32459.

ARTICLE II – PURPOSE

The purposes for which the Corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no trustee or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

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ARTICLE III – PRIVATE FOUNDATION CLASSIFICATION

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply 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 of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(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 of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV – MEMBERSHIP

The membership of the Corporation shall consist of the individuals who are Trustees of the Corporation as provided for herein and their successors. Additional classes of membership may be created upon approval of a majority vote of the Board of Trustees.

ARTICLE V – TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles, the bylaws of the Corporation, and applicable law.

ARTICLE VI – INCORPORATORS

The names and addresses of the incorporators are as follows: H. Frank Winn, Jr., 322 S. Alcaniz Street, Pensacola, FL 32502.

ARTICLE VII – BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees. The duties, authority and responsibilities of the trustees shall be the same as corporate directors. The term and succession of the trustees shall be as provided in the bylaws of the Corporation.

The Corporation shall have four (4) trustees initially. The number of trustees may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but there shall never be less than three (3) trustees. The names and addresses of the initial trustees of the Corporation are as follows:

Jennifer M. Bailey
181 Pine Street
Santa Rosa Beach, FL 32459

David Bailey
181 Pine Street
Santa Rosa Beach, FL 32459

Maribeth Majewski
715 Machado Drive, Apt. 1
Venice, CA 90291

Michael C. Brown
13413 Gongora Drive
Pensacola, FL 32507

ARTICLE VIII – AMENDMENT

Any provision contained in these Articles of Incorporation may be altered, amended or repealed only by the Board of Trustees, or as may otherwise be provided in the by-laws.

ARTICLE IX – BYLAWS

Unless otherwise provided in the bylaws of the Corporation, the bylaws of the Corporation are to be made, altered, amended, or repealed only by the Board of Trustees of the Corporation.

ARTICLE X – DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Board of Trustees of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

No trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XI – REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is H. Frank Winn, Jr., and the

name of the registered agent at that address is 322 S. Alcaniz Street, Pensacola, FL 32502.

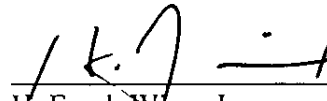
ARTICLE XII – EFFECTIVE DATE

The effective date of these Articles shall be the date these Articles are filed with the office of the Department of State of the State of Florida.

(Signature Page Follows)

The undersigned incorporator has executed these Articles of Incorporation on the dates set forth below.

INCORPORATORS:

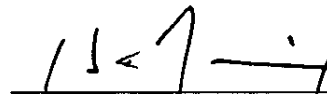


H. Frank Winn, Jr.

Date: December 15, 2015

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of H. Frank Winn, Jr., Inc. Further, I am familiar with and accept the duties and obligations of such designation.



H. Frank Winn, Jr.

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(Signature Page of Articles of Incorporation of
MCB PRIVATE FOUNDATION, INC.)