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To:

Division of Corporations
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DOMESTICATION

The Shirley E. Noland Foundation, Inc.

Certificate of Status	0
Certified Copy	1
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NOT FOR PROFIT CERTIFICATE OF DOMESTICATION

The undersigned, Debra A. Verzi, President
 (Name) (Title)
 of The Shirley E. Noland Foundation a foreign Corporation
 (Corporation Name) (F09-001183)
 in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was February 22, 2007.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Nevada.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was The Shirley E. Noland Foundation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is The Shirley E. Noland Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Nevada.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of The Shirley E. Noland Foundation
 and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 30th day of December, 2015.

Debra A. Verzi
 (Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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**ARTICLES OF INCORPORATION
OF
THE SHIRLEY E. NOLAND FOUNDATION, INC.**

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The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be The Shirley E. Noland Foundation, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 3750 Tranquility Drive, Melbourne, FL 32934, and the mailing address of the Corporation is P.O. Box 411507, Melbourne, FL 32941-1507.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State

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of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

4. The following provisions shall apply for so long as the Corporation classified as a "private foundation" as defined in Code Section 509(a):

(a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

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(b) 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 Code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

The names and addresses of the individuals serving as directors of the Corporation at the time of filing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Ronald Buanno	2965 Sunset Road Melbourne, FL 32904
Philip Minch	9038 100 th Court Vero Beach, FL 32967
Patricia A. Seibert	1138 Essen Avenue, N.W. Palm Bay, FL 32907

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Debra A. Verzi

3750 Tranquility Drive
Melbourne, FL 32934

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 3750 Tranquility Drive, Melbourne, Florida, and the name of the initial registered agent of the Corporation at that address is Debra A. Verzi. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Debra A. Verzi	3750 Tranquility Drive Melbourne, FL 32934

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

The Corporation shall have perpetual existence, and shall be deemed to have commenced on February 22, 2007, the date it commenced its existence in the State of Nevada, the jurisdiction in which it was first incorporated, pursuant to Florida Statutes Section 617.1803(4).

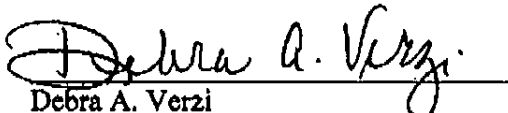
ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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Any such assets not so 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 30th day of December, 2015.


Debra A. Verzi

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.


Debra A. Verzi

Date: December 30, 2015

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