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DIVISION OF STATE
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION
BURGE FAMILY FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BURGE FAMILY FOUNDATION, INC.**

A Florida Not For Profit Corporation

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

**ARTICLE I.
Corporation Name**

The name of this corporation is Burge Family Foundation, Inc.

**ARTICLE II.
Term of Existence**

The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

**ARTICLE III.
Purposes and Restrictions**

The purposes of the corporation and restrictions on its operations are as follows:

(a) The corporation shall be organized, and at all times operated, exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter the "Code").

(b) Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall be prohibited from taking any action inconsistent with its maintaining qualification as an exempt organization under section 501(c)(3) of the Code, or inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) The corporation shall not engage in propaganda, attempt to influence legislation or participate in any political campaign on behalf of or in opposition to any candidate for public office, nor shall any part of its property or any part of the income or net earnings therefrom be devoted to such purposes.

(d) 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 and to make payments and distributions in furtherance of the purposes set forth herein.

(e) The corporation shall not: engage in any acts of self dealing as defined in section 4941(d) of the Code; fail to distribute income at such time and in such manner as to subject it to tax under section 4942 of the Code; retain any excess business holdings as defined in section 4943(c) of the Code; make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code; make any taxable expenditures as defined in section 4945(d) of the Code; or otherwise violate any of the provisions of Section 617.0835, Florida Statutes (1995).

(f) It is intended that the corporation shall have the status of an organization that is exempt from federal income tax under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE IV.
Non Stock Corporation

This corporation is organized on a non stock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V.
Principal Office and Registered Agent

The street and mailing address of the initial principal office of the corporation is 155 Crystal Beach Drive, #135, Destin, Florida 32541. The street address of the initial registered office of the Company is 155 Crystal Beach Drive, #135, Destin, Florida 32541, and the name of its initial registered agent at that address is Frank B. Burge.

ARTICLE VI.
Directors

The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but there shall at all times be at least three (3) directors. The Directors shall be elected and appointed as provided in the corporation's Bylaws.

ARTICLE VII.
Incorporator

The name and street address of the incorporator of this corporation is Rose Wilson, Esq., 401 East Jackson Street, Suite 2400, Tampa, Florida, 33602.

ARTICLE VIII.
Membership

This Corporation shall have no members.

ARTICLE IX.

Distribution of Assets Upon Dissolution.

Upon the dissolution of the corporation, after paying or making provision for payment of all liabilities of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, such exempt organizations to be determined by the decision of at least two thirds ($\frac{2}{3}$) of the then incumbent members of the Board of Directors.

ARTICLE X.

Amendment

These Articles may be amended in the manner provided by law; provided, however, any such amendment shall require the affirmative vote of at least two thirds ($\frac{2}{3}$) of the then incumbent members of the Board of Directors.

ARTICLE XI.

**Indemnification of Directors
and Officers and Limitation on Liability**

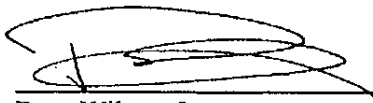
This corporation shall indemnify the directors and officers of this Corporation to the full extent permitted by applicable law. No director or officer of this Corporation shall be liable to this Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XI shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE XII.

Bylaws

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least two thirds ($\frac{2}{3}$) of the then incumbent members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid, this 7th day of April, 2016.



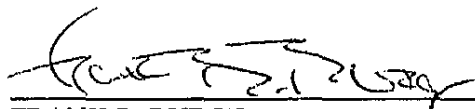
Rose Wilson, Incorporator

**CERTIFICATE OF
ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BURGE FAMILY FOUNDATION, INC.**

2016 APR -7 AM 10:52
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Pursuant to Sections 48.091 and 617.023, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Burge Family Foundation, Inc., a not for profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 155 Crystal Beach Drive, #135, Destin, Florida 32541.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in Destin, Okaloosa County, Florida, on this 26 day of MARCH, 2016.


FRANK B. BURGE