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Division of Corporations

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DOMESTICATION  
THE DONALD G. CURRIE FOUNDATION

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**CERTIFICATE OF DOMESTICATION**

**OF**

**THE DONALD G. CURRIE FOUNDATION**  
**(Michigan corporation not for profit)**

**TO**

**THE DONALD G. CURRIE FOUNDATION, INC.**  
**(Florida corporation not for profit)**

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DIVISION OF CORPORATIONS

The undersigned, being the President of THE DONALD G. CURRIE FOUNDATION, a Michigan corporation not for profit (the "Corporation"), hereby executes this Certificate of Domestication of the Corporation in compliance with Florida Statutes §§ 617.1803 and 617.01201, and hereby certifies as follows:

1. The Corporation was first formed, incorporated, or otherwise came into being on July 31, 2008, in the state of Michigan.
2. The Corporation's name immediately prior to filing this Certificate of Domestication is THE DONALD G. CURRIE FOUNDATION, a Michigan corporation not for profit.
3. The name of the Corporation as set forth in its Articles of Incorporation to be filed with this Certificate of Domestication pursuant to Florida Statutes §§ 617.01201 and 617.0202 is THE DONALD G. CURRIE FOUNDATION, INC., a Florida corporation not for profit.
4. The State of Michigan 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 prior to filing this Certificate of Domestication.
5. Attached are the Articles of Incorporation of the Corporation.
6. Donald G. Currie, as President of the Corporation, is authorized to sign this Certificate of Domestication on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Domestication as of the 24 day of April, 2016.

THE DONALD G. CURRIE FOUNDATION,  
a Michigan corporation not for profit

  
Donald G. Currie, President

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
THE DONALD G. CURRIE FOUNDATION, INC.  
A Florida Corporation Not For Profit**

These Articles of Incorporation are hereby adopted and set forth in order to domesticate a corporation not for profit under and in accordance with the provisions of the laws of the State of Florida governing corporations not for profit, Florida Statutes Chapter 617.

**Article I—NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be THE DONALD G. CURRIE FOUNDATION, INC., referred to hereinafter as the "Corporation." The street address of the initial principal office and the mailing address of the Corporation shall be c/o Donald G. Currie, 226 Rotonda Blvd. East, Rotonda West, FL 33947.

**Article II—PURPOSE**

The Corporation is organized exclusively for the purpose of receiving and administering funds for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), by promoting education, supporting culture, the arts, social welfare, sports and community beautification, by making grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and conducting all activities incidental or necessary to accomplish the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code, and by making any other distributions to accomplish one or more purposes described in Sections 170(c)(1) or (c)(2)(B) of the Code. The Corporation is organized upon a nonstock basis and does not have members.

**Article III—CORPORATION NOT FOR PROFIT**

A. The Corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code; or (c) a corporation not for profit organized or domesticated under the laws of the State of Florida pursuant to the Florida Corporation Not for Profit Act.

B. No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its Directors, officers, or other private persons; provided, however, that the

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Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

C. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

D. The Corporation will distribute its income at a time and in a manner so that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

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

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

G. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

H. The Corporation will not make any taxable expenditures as defined in Section 4945 of the Code.

#### Article IV—BOARD OF DIRECTORS

A. Initial Directors. The affairs of the Corporation shall be managed by a Board of Directors initially consisting of the following four Directors:

Donald G. Currie  
Carol M. Currie  
Romy R. Poindexter  
Carol Jo Rodriguez

Each Director shall serve until the first annual meeting of the Corporation at which time he or she will cease to be a Director unless elected to a new term by the affirmative vote of a majority of the Directors then in office other than the Director whose election is under consideration.

B. Number of Directors. The number of Directors comprising the Board of Directors shall be as determined from time to time by the Board of Directors, but in no event shall there be less than three Directors. The number of Directors may be increased or decreased by a two-thirds (2/3) majority of the Board of Directors.

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C. Manner of Election or Appointment. Each elected Director shall serve until his respective successor has been duly elected and qualified, or until his earlier resignation, removal, or death. The term of each elected Director shall be for one (1) year and shall expire upon the election of his or her successor at the next succeeding annual meeting of the Board of Directors. Commencing with the first annual meeting, Directors shall be elected for one-year terms to fill the vacancies of those Directors whose terms are then expiring. Directors shall be by the affirmative vote of a majority of the Directors then in office. In the event additional Directors are elected at an annual meeting to fill new directorships created by expansion of the Board, such Directors shall be elected in the manner set forth above.

D. Removal. Any Director may be removed as a Director, either with or without cause, by the affirmative vote of a majority of those Directors other than the Director whose removal is under consideration or as otherwise provided in Florida Statutes Chapter 617.

E. Resignation. Any Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.

F. Vacancy. If a vacancy has occurred among the members of the Board as a result of death, resignation, removal, or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors as set forth in the Corporation's Bylaws.

#### Article V—LIABILITY OF OFFICERS AND DIRECTORS

A. Except as otherwise provided by law, a Director or Officer of the Corporation is not personally liable to the Corporation for monetary damages for a breach of the Director's or Officer's fiduciary duty.

B. The Corporation assumes all liability to any person for all acts or omissions of a Director incurred in the good faith performance of his or her duties as a Director other than liability for excise taxes imposed under Chapter 42 of the Code and liability resulting from claims arising under state law for mismanagement of the Corporation's assets.

C. The Corporation assumes the liability for all acts or omissions of an Officer, other than liability for excise taxes imposed under Chapter 42 of the Code, provided that:

- i. the Officer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- ii. the Officer was acting in good faith;

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- iii. the Officer's conduct did not amount to gross negligence or willful or wanton misconduct;
- iv. the Officer's conduct was not an intentional tort; and
- v. the Officer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Act.

**Article VI—EFFECTIVE DATE AND TERM**

These Articles of Incorporation are effective upon filing with the Florida Department of State. Pursuant to Florida Statutes Section 617.1803, the existence of the Corporation shall be deemed to have commenced on the date it commenced its existence in the jurisdiction in which it was first formed, incorporated, or otherwise came into being. The Corporation was first formed, incorporated, or otherwise came into being on July 31, 2008, in the state of Michigan. The Corporation shall have perpetual existence; provided that, upon the death of the last surviving Director without having appointed a successor or successors, the Corporation will dissolve and the assets will be distributed in accordance with these Articles of Incorporation and applicable law.

**Article VII—DISTRIBUTION OF ASSETS**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors (or in the event there is no surviving Director, a receiver or person appointed by a court of competent jurisdiction for the Corporation) will distribute all remaining assets of the Corporation for a purpose or to an organization or organizations described in Section 501(c)(3) of the Code or as otherwise permitted by applicable law and provision of the Internal Revenue Code.

**Article VIII—AMENDMENT**

These Articles of Incorporation may be amended or repealed by the unanimous vote of the Directors of this Corporation then in office at any regular or special meeting of the Directors provided that any statutory notice requirements are met.

**Article VI—REGISTERED OFFICE, REGISTERED AGENT, AND ACCEPTANCE**

The name and the Florida street address of the registered agent are:

Forrest Bass, Esq.  
99 Nesbit Street  
Punta Gorda, FL 33950

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*Having been named as registered agent and to accept service of process for the above stated corporation not for profit at the place designated herein, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes Chapter 617.*



Forrest Bass, Registered Agent

**Article VII—INCORPORATOR**

The name and the Florida street address of the incorporator are:

Donald G. Currie  
226 Rotonda Blvd. East  
Rotonda West, FL 33947

IN WITNESS WHEREOF, the below-named incorporator has hereunto set his hand and seals this 24 day of April, 2016.

  
Donald G. Currie, Incorporator

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