

APR. 10. 2017 3:02PM
DIVISION OF CORPORATIONS

NO. 9482 P. 1
Page 1 of 2

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Don & Mary Thompson Foundation, Inc.

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17 APR 10 PM 2:58

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ARTICLES OF INCORPORATION
OF

DON & MARY THOMPSON FOUNDATION, INC.

The undersigned, for the purposes of forming a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is DON & MARY THOMPSON FOUNDATION, INC. (hereinafter "Corporation").

ARTICLE II
PURPOSES AND POWERS

The purposes for which the Corporation is organized are exclusively music, art, religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

(a) To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for charitable purposes;

(b) To receive any property, real personal or mixed, under the terms of any will, deed of trust, or other trust instrument for the purposes of the Corporation, and in administering the same to carry out the directions, and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes", or as shall in the opinion of the Board of Directors jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the code;

(c) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation;

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(d) In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

The corporations may carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

ARTICLE III EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE IV MEMBERSHIP

(a) The regular members of the Corporation shall consist of the Directors of DON & MARY THOMPSON FOUNDATION, INC. Election of a Director pursuant to Article VII (a) hereof shall constitute election of said individual as a regular member, and termination of a Director for any reason shall constitute termination as a Regular Member hereunder.

(b) There shall be such honorary members, if any, as the By-laws shall authorize. No honorary member shall be entitled to participate in the affairs of the Corporation, and in no event shall honorary membership in this Corporation vest any interest in the assets of the Corporation in any such honorary member.

ARTICLE V LIMITATIONS

(a) Other provisions of these Articles of Incorporation, notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

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(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(c) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(d) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(e) In the event of dissolution, the residual assets of the organization will be turned over to no less than three (3) or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. The period of dissolution if permitted by law, shall be sixty (60) months from the date of occurrence of the determination to dissolve or dissolution by operation of law.

(f) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director 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.

(g) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under 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, or (ii) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue Law.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Donald V. Thompson, 806 Andrews Avenue, Delray Beach, FL 33483.

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ARTICLE VII
MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of three, provided, however, that such number may be changed in accordance with the By-laws, and the number of Directors shall never be less than three (3).

The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the By-laws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies. If in the event the vacancy is created by resignation, the resigning Director shall have the authority to nominate a replacement Director. The appointment shall be subject to majority approval by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or By-laws may be taken without a meeting if the total Board of Directors shall individually or collectively consent in writing to such action; such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Donald V. Thompson	806 Andrews Avenue Delray Beach, FL 33483
Mary E. Thompson	806 Andrews Avenue Delray Beach, FL 33483
Beverley Salierno	806 Andrews Avenue Delray Beach, FL 33483

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(b) Officers. The Officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer. The Officers shall be elected by the Board of Directors for the terms and at the times as set forth in the By-laws.

The duties and powers of the Officers shall be as set forth in the By-laws.

ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the corporation is 806 Andrews Avenue, Delray Beach, FL 33483. The mailing address of the corporation is 806 Andrews Avenue, Delray Beach, FL 33483.

ARTICLE IX
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 806 Andrews Avenue, Delray Beach, FL 33483. The name of the registered agent of this Corporation at the above address is Donald V. Thompson.

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE X
MISCELLANEOUS

By-laws. Subject to the limitations contained in the Articles of Incorporation, the By-laws, the Corporations Not-for-Profit Law of Florida, Chapter 617, the By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth therefore in the By-laws.

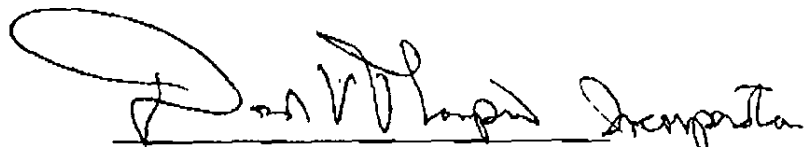
Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, Florida Statutes.

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NO. 9482 P. 7
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Donald V. Thompson, Incorporator

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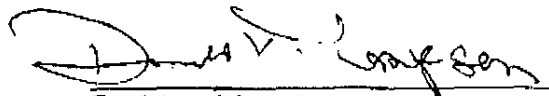
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, the following is submitted:

That The Don & Mary Thompson Foundation, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 806 Andrews Avenue, Delray Beach, FL 33483 has named Donald V. Thompson, located at 806 Andrews Avenue, Delray Beach, FL 33483 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Registered Agent

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17 APR 10 PM 2:59
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA

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