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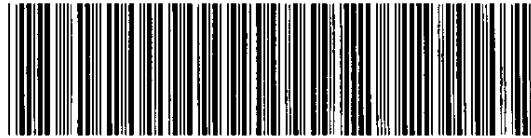
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. MOON

JUN 01 2017

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

THE CHELCO FOUNDATION, INC.

Signature _____

Requested by: BA

6/1/17

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- 17 JUN -1 PM 1:37
- ☒ Art of Inc. File _____
 - ☐ LTD Partnership File _____
 - ☐ Foreign Corp. File _____
 - ☐ L.C. File _____
 - ☐ Fictitious Name File _____
 - ☐ Trade/Service Mark _____
 - ☐ Merger File _____
 - ☐ Art. of Amend. File _____
 - ☐ RA Resignation _____
 - ☐ Dissolution / Withdrawal _____
 - ☐ Annual Report / Reinstatement _____
 - ☒ Cert. Copy _____
 - ☐ Photo Copy _____
 - ☐ Certificate of Good Standing _____
 - ☒ Certificate of Status _____
 - ☐ Certificate of Fictitious Name _____
 - ☐ Corp Record Search _____
 - ☐ Officer Search _____
 - ☐ Fictitious Search _____
 - ☐ Fictitious Owner Search _____
 - ☐ Vehicle Search _____
 - ☐ Driving Record _____
 - ☐ UCC 1 or 3 File _____
 - ☐ UCC 11 Search _____
 - ☐ UCC 11 Retrieval _____
 - ☐ Courier _____

ARTICLES OF INCORPORATION

OF

THE CHELCO FOUNDATION, INC.
(A Florida Corporation Not-For-Profit)

ARTICLE I – NAME

The name of this corporation is **The CHELCO Foundation, Inc.**, (hereinafter referred to as the "Corporation").

ARTICLE II – DURATION

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

ARTICLE III – PURPOSE

The specific purposes for which this not-for-profit Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or in any corresponding section of any future United States Internal Revenue code and, in furtherance of these purposes, the Corporation may:

A) Encourage, solicit, receive and administer gifts, endowments, bequests, good deeds and other donations by deed, will or otherwise to support the development and growth of a program for the extension and improvement of the services, equipment and resources of the foundation. This foundation shall support and assist in the improvement of the quality of life in the communities that are served by the Choctawhatchee Electric Cooperative, Inc. ("CHELCO") and surrounding areas and in furtherance of the development of educational services and activities for these communities and areas.

B) Take, receive, own, hold, administer, distribute and dispose of property, gifts or donations of all kinds, whether owned by it or others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such corporate purposes.

C) Engage in any lawful charitable activity or purpose for which not-for-profit corporations and charitable organizations may be formed and operated under the laws of the State of Florida.

(D) Do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations herein above or hereinafter expressed, to have and exercise all rights and powers not conferred or which may hereafter be conferred on corporations not-for-profit under the laws of the State of Florida.

(E) The foregoing clauses shall be construed equally as objects, purposes, and powers and the foregoing enumeration of specific objects, purposes and powers are not be construed or held to limit or restrict in any manner the powers of the Corporation as expressly conferred by law, except as expressly stated herein.

ARTICLE IV - NON-STOCK CORPORATION

This Corporation is organized on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE V - MEMBERSHIP

Membership in the Corporation shall be established and regulated by the By-Laws of the Corporation.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 1350 Baldwin Ave, DeFuniak Springs, Florida 32435. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547-6711 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than three (3). The Directors shall be the CHELCO Board of Trustees President, Vice-President and Secretary/Treasurer and the CHELCO Chief Executive Officer. The names and addresses of the directors of the Corporation are:

Name

Address

Patricia Carlyle	100 Grayton Trails Road, Santa Rosa Beach, Florida 32459
Gerald R. Edmondson	6060 Highway 85 N., Crestview, Florida 32536
Gayle G. Hughes	1427 John Steinbeck Drive, Niceville, Florida 32578
Steve Rhodes	4245 Bobcat Cove, Niceville, Florida 32578

To the fullest extent permitted by the Florida Not For Profit Corporation Act, no Officer or Director, nor anyone who has served as a an Officer or Director of the Corporation, shall be personally liable for monetary damages for breach of duty as an Officer or Director. No amendment or repeal of this article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption thereof.

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are as follows: Patricia Carlyle, 100 Grayton Trails Road, Santa Rosa Beach, Florida 32459; Gerald R. Edmondson, 6060 Highway 85 N., Crestview, Florida 32536; Gayle G. Hughes, 1427 John Steinbeck Drive, Niceville, Florida 32578; and Steve Rhodes, 4245 Bobcat Cove, Niceville, Florida 32578.

ARTICLE IX - BY-LAWS

The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE X - POWERS

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a

director or officer of another corporation, whether for profit or not-for-profit, against any liability, damages and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors, or otherwise.

ARTICLE XI - AMENDMENT OF ARTICLES

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE XII - CHARITABLE RESTRICTIONS AND LIMITATIONS

A. No part of the assets, income or the net earnings of the Corporation shall at any time be applied to any purpose other than charitable, scientific, literary or educational nor shall they at any time inure to the benefit of, or be distributable to its members, 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 in Article III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or participation in, or intervening in (including the publishing or distribution of statements) any political campaign for or against any candidate for public office or attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

- (i) a not-for-profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or,
- (ii) any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or,

- (iii) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, all of its assets, remaining after payment of all debts and obligations of the Corporation and all costs and expenses of such dissolution, shall be distributed exclusively for the exempt charitable purposes of the Corporation in such manner as the Board of Directors shall determine, or to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), and none of the assets shall be distributed to any member, officer, or director of the Corporation.

ARTICLE XIV - NON-DISCRIMINATION

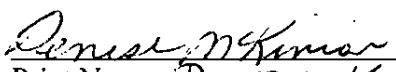
The Corporation is committed to the concepts of equity and equal opportunity and commits itself not to discriminate on the basis of race, color, religion, sex, age, national origin, or handicap in the exercise of its operations and/or activities.

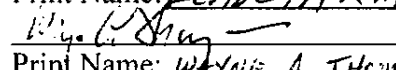
ARTICLE XV-CONFLICTS OF INTEREST

The Board of Directors shall adopt by resolution a policy of the Corporation and a mechanism for requiring disclosure of all conflicts of interest.

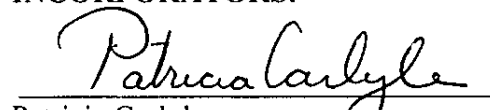
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 18th day of May 2017 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

WITNESSES:

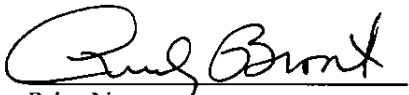

Print Name: Denise McKinnon

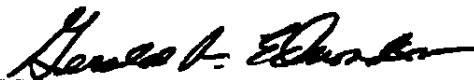

Print Name: WAYNE A THOMPSON

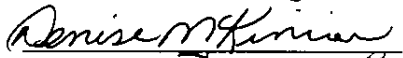
INCORPORATORS:



Patricia Carlyle

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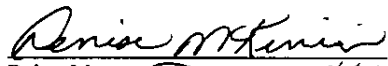

Print Name: Audrey Bront



Gerald R. Edmondson



Print Name: Denise McKinion

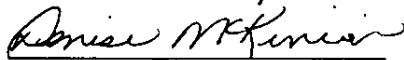

Print Name: Audrey Bront


Gayle G. Hughes


Print Name: Denise McKinion

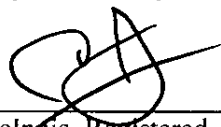

Print Name: Audrey Bront


Steve Rhodes


Print Name: Denise McKinion

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI hereinabove, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


C. Jeffrey McInnis, Registered Agent
Date: May 18, 2017

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