

6/21/2017

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**ARTICLES OF INCORPORATION
OF
FLORIDA LOWCOUNTRY FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

These Articles of Incorporation of the Florida Lowcountry Foundation, Inc. are filed pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

Article 1. Name. The name of the corporation is FLORIDA LOWCOUNTRY FOUNDATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Foundation."

Article 2. Principal Office. The address of the initial principal office of the Foundation and the mailing address of the Foundation is 1 Rayonier Way, Yulee, Florida 32097.

Article 3. Duration. The Foundation shall have perpetual duration.

Article 4. Purposes. The Foundation is organized exclusively for charitable, educational, and scientific 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 ("IRC"), including the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the IRC to develop, support, and promote any other activities, services, or programs permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, for the benefit of Nassau County, Florida. The Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the Foundation's purposes and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC. The Foundation is the Foundation to which reference is made in that Community Covenant for Florida Lowcountry Foundation, Inc. executed by Raydient Inc. d/b/a Raydient Places + Properties Inc., a Delaware corporation, and recorded in the public records of Nassau County, Florida ("Community Covenant").

Article 5. Powers.

(a) In furtherance of its purposes, and subject to the limitations set forth in Article 4 and this Article 5, the Foundation shall have all of the powers conferred upon not for profit corporations by common law and Florida statutes in effect from time to time, and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles and the by-laws of the Foundation as adopted by its board of trustees ("By-Laws"), in order to accomplish the above stated purposes of the Foundation, including, without limitation, the following:

(i) to coordinate, encourage and promote health, education, and cultural, artistic programs;

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(ii) to provide social services, community outreach programs, and perform other charitable functions;

(iii) to preserve and maintain natural areas, wetlands, forests, wildlife preserves, or similar conservation areas, and sponsor educational programs and activities that contribute to the overall understanding, appreciation, and preservation of the natural environment of Nassau County, Florida;

(iv) to make grants and contributions to other tax-exempt entities;

(v) to collect contributions, donations, and fees to further the Foundation's organizational purposes;

(vi) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Foundation, with or in concert with any other association, corporation, or other entity or agency, public or private; and

(vii) to adopt, alter, and amend or repeal the By-Laws as may be necessary or desirable for the proper management of the affairs of the Foundation.

(b) No substantial portion of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation or zoning matters, and the Foundation shall not participate or intervene in any political campaign (including the publishing or distribution of statements), on behalf of or in opposition to any candidate for public office.

(c) The Foundation shall distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by IRC Section 4942.

(d) The Foundation shall not engage in any act of self-dealing as defined in IRC Section 4941(d).

(e) The Foundation shall not retain any excess business holdings as defined in IRC Section 4943(c).

(f) The Foundation shall not make any investments in a manner as to subject it to tax under IRC Section 4944.

(g) The Foundation shall not make any taxable expenditures as defined in IRC Section 4945(d).

(h) The Foundation shall make no distribution of income to its trustees, officers, or other private persons, except that the Foundation may pay reasonable compensation for services

rendered and is authorized and empowered to make payments and distributions in furtherance of purposes set forth in Article 4.

Article 5. Members. The Foundation shall have no members.

Article 7. Trustees.

(a) The business and affairs of the Foundation shall be conducted, managed and controlled by a board of trustees ("Board"). The initial Board shall consist of three trustees. The number of trustees may be increased to 15 in accordance with the By-Laws.

(b) The names and addresses of the members of the initial Board, who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Chris Corr	1 Rayonier Way, Yulee, Florida 32097
Charles Adams	1 Rayonier Way, Yulee, Florida 32097
S. Allister Fisher	1 Rayonier Way, Yulee, Florida 32097

(c) The method of election and removal of trustees, filling of vacancies, and the term of office of trustees shall be as set forth in the By-Laws.

(d) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 8. By-Laws. The Board of Trustees shall adopt By-Laws governing the Foundation's internal affairs. Such By-Laws may be altered, amended, or rescinded in the manner provided therein.

Article 9. Liability and Indemnification of Trustees, Officers and Committee Members. To the fullest extent the Florida Not For Profit Corporation Act, Chapter 617, of the Florida Statutes (the "Act"), as it may hereafter be amended, permits the limitation or elimination of the liability of trustees, officers, and committee members, no trustee, officer, or committee member of the Foundation shall be personally liable to the Foundation or for monetary damages for breach of duty of care or other duty as a trustee, officer, or committee member. The Foundation shall indemnify its trustees, officers, and committee members as and to the extent required by the By-Laws, to the extent not inconsistent with the Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any trustee of the Foundation for or with respect to any acts or omissions of such trustee occurring prior to such amendment or repeal.

Article 10. Dissolution. The Foundation may be dissolved only upon a resolution duly adopted by its Board. Upon dissolution or final liquidation of the Foundation, the Foundation's remaining assets shall be distributed to, or sold and the proceeds distributed to, one or more organizations organized and operating for exempt purposes within the meaning of

Section 501(c)(3) of the IRC, or to the federal government, or to a state or local government, for a public purpose.

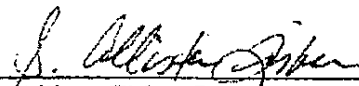
Article 11. Merger and Consolidation. The Foundation may merge or consolidate only upon a resolution duly adopted by its Board.

Article 12. Amendments. These Articles may be amended only upon a resolution duly adopted by at least two-thirds of the trustees. Any amendment adopted in accordance with this Article shall be effective upon filing with the Florida Department of State, Division of Corporations.

Article 13. Registered Agent and Office. The Foundation's registered office address is 1 Rayonier Way, Yulee, Florida 32097, and the registered agent at such address is Raydient Inc. d/b/a Raydient Places + Properties Inc., a Delaware corporation, Attention: Michael Hahaj.

Article 14. Incorporator. The name of the incorporator is S. Allister Fisher, whose address is 1 Rayonier Way, Yulee, Florida 32097.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of June, 2017.


S/Allister Fisher, Incorporator

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ALLISTER FISHER

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Florida Lowcountry Foundation, Inc.
2. The name and address of the registered agent and office is:

Raydient Inc., a Delaware corporation d/b/a Raydient Places + Properties Inc.

1 Rayonier Way
Yulee, Florida 32097
Attention: S. Allister Fisher

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:
Print Name:
Date


Christopher T. Corr, President
6-21-2017

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