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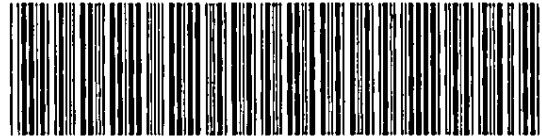
(Business Entity Name)

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17 SEP 28 AM 10:30  
RECEIVED OF  
ATTORNEY GENERAL  
ALABAMA SECRETARY OF REVENUE

SEP 29 2017  
K. Brumbley



September 22, 2017

Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee, FL 32314

Re: Carl & Phyllis Dalton Family Foundation, Inc.

Dear Gentlemen:

Please find enclosed the Articles of Incorporation for the above named entity together with a check in the amount of \$87.50 to cover the cost of filing together with a certified copy and a certificate of status.

Please mail the certified copy and certificate of status to me at:

Richard A. Stoffels, Esq.  
6727 1st Ave. South, Suite 104  
St. Petersburg, FL 33707

Should you have any questions, please feel free to contact me.

Sincerely yours,

Richard A. Stoffels

Encl.

FILED

17 SEP 28 AM 10:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CARL & PHYLLIS DALTON FAMILY FOUNDATION, INC.

WHEREAS, there is a need to help provide funding for charitable organizations;

WHEREAS, it was the desire of Carl and Phyllis Dalton that a private foundation be established to make charitable gifts;

WHEREAS, it is desirable to create a Florida not-for-profit corporation that will carry out the Dalton's desires to fund charitable and Christian organizations.

WHEREAS, the Daltons desire to support the missionary work of organizations such as Missionary Aviation Fellowship, Gathering Christian Church, formerly known as the Christian Church Literside Ministry, the Hope Bible Mission, the Association of Baptist for World Evangelists, known as ABWE Ministries, Inc., and TEAM (The Evangelical Alliance Mission) together with other similar charitable organizations.

NOW, THEREFORE, I, the undersigned as the subscriber to these Articles of Incorporation, do hereby associate ourselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is CARL & PHYLLIS DALTON FAMILY FOUNDATION, INC.

## ARTICLE II - PURPOSES AND RESTRICTIONS

The purposes for which the Corporation exists are as follows:

1. This organization is formed exclusively for charitable, educational, or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.
2. To provide financial support to charitable organizations.
3. To exercise any and all rights and powers conferred upon non-profit corporations by laws of the State of Florida as they now exist or as they may be amended.
4. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) 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) or (b) a 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).
5. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
6. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Foundation Trustees, Corporate Trustee, 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 these Articles.

7. The Corporation shall distribute its income, and to the extent necessary, its principal for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the Corporation shall not:

(a) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

(b) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; subject, however, to all Regulations with respect to the divestment thereof.

(c) Make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

(d) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### ARTICLE III - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

#### ARTICLE V - OFFICE AND AGENT

The registered office and principal office of the Corporation in the State of Florida will be located at 6727 1st Ave. South, Suite 104, St. Petersburg, FL 33707. The registered agent of the Corporation in the State of Florida at the registered office is Richard A. Stoffels, Esquire.

#### ARTICLE VI - FOUNDATION TRUSTEES

The management and disposition of the affairs and property of the Corporation shall be vested in Foundation Trustees, who shall be selected from time to time in such manner, with such terms, in such number and at such times as the By-Laws of this Corporation may provide. The number of such Foundation Trustees may be increased or decreased at any time by the By-Laws, and during any period in which a Corporate Trustee (as defined in Article XIV of these Articles) is not serving the number of Foundation Trustees shall never be less than three (3), or for periods in which a Corporate Trustee is serving the number of foundation Trustees shall never be less than two (2). All the business of the Corporation shall be conducted by the Foundation Trustees under and subject to the direction of the laws of the State of Florida and of the United States of America. The following persons are the initial Foundation Trustees of the Corporation:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Stoffels, Esq.	6727 1st Ave. South, Suite 104, St. Petersburg, FL 33707
Daniel C. Richardson	68 N Canal Drive, Palm Harbor, FL 34684

#### ARTICLE VII - OFFICERS

The affairs of the Corporation are to be managed by the following officers: President, Vice President, Secretary, and Treasurer. The Board of Foundation Trustees may provide for and elect any other officers or committees which may seem expedient to the Board. All officers shall be annually elected by the Board of Foundation Trustees to serve for terms of one year.

The President, Secretary and Treasurer shall be members of the Board of Foundation Trustees.

The names of the officers who are to serve until the first election thereof are as follows:

<u>NAME</u>	<u>OFFICE</u>
Daniel C. Richardson	President
Richard A. Stoffels, Esq.	Vice President
Richard A. Stoffels, Esq.	Treasurer
Richard A. Stoffels, Esq.	Secretary

#### ARTICLE VIII - MEMBERS

The Corporation shall not have members.

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Comerica Bank and Trust, N.A., as Trustee of the Phyllis R. Dalton Trust, u/a/d 9/21/2007	1675 N. Military Trail, 6th Floor Boca Raton, FL 33486

#### ARTICLE X - BY-LAWS

The By-Laws of the Corporation are to be made and adopted by, and may be altered, amended, or rescinded by, the Foundation Trustees of the Corporation.

#### ARTICLE XI - AMENDMENTS TO ARTICLES

Any Foundation Trustee or Officer of the Corporation may propose that these Articles of Incorporation be amended, but these Articles may be amended only by the act of two-thirds (2/3)

of the Foundation Trustees of the Corporation. No amendment shall be made that would result in the loss of 501(c)(3) status with the Internal Revenue Service.

#### ARTICLE XII - SCOPE OF CORPORATE AUTHORITY

No Foundation Trustee, Corporate Trustee, Officer, or other authorized agent of this Corporation shall be deemed to have the authority, either express or implied, to legally obligate any other auxiliary, unit, or other organization of the CARL & PHYLLIS DALTON FAMILY FOUNDATION, INC.

#### ARTICLE XIII - SEAL

The seal of the Corporation shall be a circular impression with the name "CARL & PHYLLIS DALTON FAMILY FOUNDATION, INC." around the border and "Florida Seal, 2017" in the center.

#### ARTICLE XIV - CORPORATE TRUSTEE

For any period in which any of the Foundation Trustees or Officers of the corporation are employed as a financial advisor, or in any way employed by a FINRA regulated entity, the Trustees shall employ a Corporate Trustee. Only a bank that is either state or federally chartered shall qualify to serve as Corporate Trustee. During any time period in which the Corporate Trustee is required, the Corporate Trustee shall have the following duties and authority:

1. Verify that all distributions of funds from this Foundation, as recommended by the Foundation Trustees, shall be to charitable entities as recognized by the Internal Revenue Code section 501(c)(3).

2. Verify that no recipient of funds from this Foundation shall be a family member, employer, or an otherwise disqualified person. However, notwithstanding this provision, this shall not prevent the Foundation from paying reasonable compensation for services to any



disqualified person. Furthermore, this shall not prevent the distribution of funds to a bona fide charitable entity simply because an Officer or Foundation Trustee of the Foundation sits in an advisory capacity to that charitable entity.

3. To distribute the funds at the direction of the Officers of the Foundation upon conclusion that the distribution does not violate the provisions of this Article.

4. The Corporate Trustee shall have the power and duty to veto any proposed distribution if the distribution would violate either paragraphs 1 or paragraph 2 of this Article.

5. The initial Corporate Trustee shall be Comerica Bank and Trust, N.A.

6. The Corporate Trustee may be changed at any time upon the unanimous consent of all of the then serving Foundation Trustees. No Corporate Trustee shall be removed until such time as a successor Corporate Trustee is named.

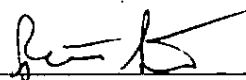
#### ARTICLE XV - INITIAL TRUSTEES

The initial set of trustees, (complying with Florida Statute 617.0803 requiring a minimum of 3 Trustees) shall be as follows:

<u>Name</u>	<u>Classification of Trustee</u>
Daniel C. Richardson	Foundation Trustee
Richard A. Stoffels, Esq.	Foundation Trustee
Comerica Bank and Trust, N.A.	Corporate Trustee

IN WITNESS WHEREOF, We, the undersigned, as the incorporators of the above-named Corporation, do hereby subscribe our names and acknowledge the execution of the same on this 25 day of May, 2017.

Comerica Bank and Trust, N.A., as Trustee of the Phyllis R. Dalton Trust, u/a/d 9/21/2007

By:  (SEAL)  
Peter Steib, Vice President

STATE OF FLORIDA )  
COUNTY OF Palm Beach )

BEFORE ME, personally appeared Peter Steib, who is personally known to me or who has produced a Florida driver's license as identification and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 25 day of May, 2017, in the aforesaid County and State.

Carol Torria  
NOTARY PUBLIC  
My Commission Expires:



CARL & PHYLLIS DALTON FAMILY FOUNDATION, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

  
Richard A. Stoffels