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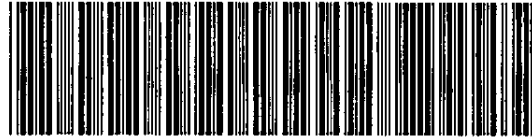
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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CHISHOLM | LAW FIRM™

Audrey K. Chisholm, Esquire
Telephone: 407-674-2657
Audrey@ChisholmFirm.com

1060 Woodcock Rd Ste 128 #84599
Orlando, Florida 32803-3607
www.StartYourTaxExemptNonprofit.com

February 13, 2018

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Non-Profit Incorporation: Sprauve Legacy Foundation, Inc.

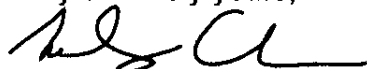
To Whom It May Concern:

Enclosed please find the original Articles of Incorporation ("Articles") along with trust account check no.366 made payable to the Florida Department of State in the amount of \$70 in order to defray your filing fee for the Articles filed on behalf of:

Sprauve Legacy Foundation, Inc.
gerren.sprauve@cleanslatejan.com
1-321-356-4901
(for annual report notification)

If you should have any questions, please feel free to contact me at 407-674-2657.

Very sincerely yours,



Audrey Chisholm
KH

Enclosure: Articles of Incorporation
cc: Client

**ARTICLES OF INCORPORATION OF
SPRAUVE LEGACY FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:
Sprauve Legacy Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

1800 Pembroke Dr., #300
Orlando, FL 32810

The principal mailing address of this corporation shall be:

1800 Pembroke Dr., #300
Orlando, FL 32810

ARTICLE III PURPOSE

- (1) Primarily, the organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Three hereof.

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- (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 or in opposition to any candidate for public office;
- (6) 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 the 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 MANNER OF ELECTION

The method of election of the directors of the Corporation is set forth in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

Gerren Sprauve
1800 Pembroke Dr., #300
Orlando, FL 32810

Josian Sprauve
1800 Pembroke Dr., #300
Orlando, FL 32810

James English
1800 Pembroke Dr., #300
Orlando, FL 32810

Ionina Mathis
1800 Pembroke Dr., #300
Orlando, FL 32810

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Gerren Sprauve

1800 Pembroke Dr., #300
Orlando, FL 32810

ARTICLE VI LIABILITY STATEMENT

The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Florida, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Gerren Sprauve
1800 Pembroke Dr., #300
Orlando, FL 32810

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.



Gerren Sprauve

Date: _____

Registered Agent

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, F.S.



Gerren Sprauve

Date: _____

Incorporator

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