

Florida Department of State

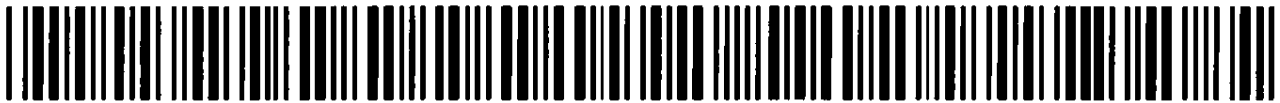
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**FLORIDA PROFIT/NON PROFIT
CORPORATION**

GNOME Project, Inc.

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ARTICLES OF INCORPORATION
OF
GNOME PROJECT, INC.

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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a not for profit corporation under the Not for Profit Corporation Act and other laws of the State of Florida.

ARTICLE I

1.1 The name of the Corporation is GNOME Project, Inc.

ARTICLE II

2.1 The principal office of the Corporation initially will be at 1827 Inwood Terrace, Jacksonville, FL 32207. The principal office may be moved to any address that the Board of Directors may choose.

2.2 The mailing address of the Corporation is the same as the principal office

ARTICLE III

3.1 The Corporation is formed for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States. These purposes, may include the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

ARTICLE IV

4.1 No part of the net earnings of the Corporation will inure to the benefit of or be distributed to its trustees, directors, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation. And the Corporation will not participate in, or intervene in (including the publishing or distributing

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of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

4.2 The Corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this Corporation.

4.3 Notwithstanding any other provision of these Articles, the Corporation will not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE V

5.1 The initial number of directors of the Corporation will be three (3). The number of directors may be changed as provided in the Bylaws. The number of directors will never be less than three (3). The method of election of directors will be as provided in the Bylaws of the Corporation. The initial Directors will be:

David A. Tucker, 1827 Inwood Terrace, Jacksonville, FL 32207;

Brenda Star Walker, 3545 Dellwood Ave., Jacksonville, FL 32205; and

Rebecca A. Warner, 7109 Bucks Ford Dr., Riverview, Florida 33578

5.2 The method of electing directors will be set forth in the Bylaws.

5.3 The initial officers of the Corporation will be:

President, David A. Tucker

Secretary, Brenda Star Walker

Treasurer, Rebecca A. Warner

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ARTICLE VI

6.1 The Corporation will not have members.

ARTICLE VII

7.1 The registered office will be, and the registered agent at that same address, are:

Agent

David A. Tucker

Registered Office Address

1827 Inwood Terrace,
Jacksonville, FL 32207

ARTICLE VIII

8.1 The name and address of the incorporator and person signing these Articles of Incorporation are: Howard A. Caplan, 6550 St. Augustine Rd, Suite 305, Jacksonville, FL 32217.

ARTICLE IX

9.1 Upon dissolution of the Corporation, its assets will 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. The designated recipient is the North Florida Land Trust, Inc., with preference given to the most local office at the time. If that organization is no longer in existence or an eligible organization then the directors may designate another eligible organization or the assets will be distributed for a public purpose to the United States or to the State of Florida, or a local government.

ARTICLE X

10.1 This Corporation will exist perpetually.

ARTICLE XI

11.1 No contract or other transaction between this Corporation and any other corporation will be affected by the fact that any director of this Corporation is interested in or is a director or officer of the other corporation. Every person who may become a director of the Corporation is relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of the director, or any firm, association, or corporation in which the director may be interested in any way. The foregoing is predicated upon prior

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disclosure of the interest of the interested director to the entire board of directors and the interested director abstaining from voting on the matter. As used in this Article, "other corporation" includes, without limitation, other forms of business entities recognized by the laws of the State of Florida.

ARTICLE XII

12.1 This Corporation will have the power to enter into, for the benefit of its employees, one or more of the following: a pension plan, a thrift or savings plan, health insurance plan, or other benefit plans.

ARTICLE XIII

13.1 The Corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at the time owned or may own shares of stock or of which it was or may be a creditor, and against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by the person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or that may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation, or of an other corporation except in relation to matters as to which any director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his or her own gross negligence or misconduct in the performance of his or her duty. Indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of members, or otherwise, and the Corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

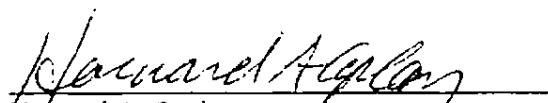
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ARTICLE XIV

14.1 These Articles of Incorporation may be amended in any manner provided by the laws of the State of Florida and as provided in the Bylaws.

WITNESS, the undersigned incorporator has executed these Articles of Incorporation, this 28th day of February, 2018.


Howard A. Caplan

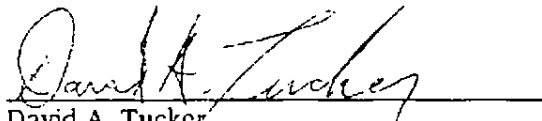
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ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I accept to act in this capacity, and agree to comply with the provisions of law relative to keeping the office open.

Dated 28th day of February, 2018


David A. Tucker

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