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FLORIDA PROFIT/NON PROFIT CORPORATION
Herdrich Charitable Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HERDRICH CHARITABLE FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, for the purposes of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as the same may be amended from time to time, does hereby certify as follows:

- 1. **Name.** The name of the corporation is Herdrich Charitable Foundation, Inc. (the "Corporation").
- 2. **Not-for-profit Corporation.** The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. The Corporation shall not issue shares of stock and shall not have the power to declare dividends.
- 3. **Initial Principal Office.** The street address of the initial principal office and mailing address of the Corporation is 18645 SE Village Circle, Tequesta, FL 33469.
- 4. **Registered Agent.** The street address of the Corporation's registered office and the name of its registered agent at that address are:

Agent	Business Address
CLASP INC.	3001 Tamiami Trail North, Suite 400 Naples, Florida 34103

- 5. **Incorporator.** The name and address of the sole incorporator is: Donald J. Herdrich, 18645 SE Village Circle, Tequesta, FL 33469.
- 6. **Members.** The Corporation shall have one class of members (the "Members") and shall be a corporation that has voting members (a "Membership Corporation"). The initial Members of the Corporation are Donald J. Herdrich and Frances I. Herdrich. The manner in which additional or successor Members are to be elected or appointed shall be as stated in the bylaws of the Corporation from time to time in effect (the "Bylaws"). If at any time the Corporation does not have at least one Member and no successor Member has effectively been elected or appointed in the manner stated in the Bylaws, the Corporation shall cease to be a Membership Corporation.
- 7. **Exempt Nature of Activities and Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes, each within the meaning of Section 501(c)(3) of the Internal

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Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code"), (collectively, the "Corporation's 501(c)(3) Exempt Purposes"). The nature of the Corporation's activities shall be to undertake or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, within or without the United States of America, as the board of directors of the Corporation (the "Board") determines are appropriate to carry out, promote or further the Corporation's 501(c)(3) Exempt Purposes. It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

8. **Limitations and Prohibitions.** Notwithstanding any other provisions of these Articles of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following limitations and prohibitions:
- (a) No power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any restrictions imposed on contributions to the Corporation that are consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization, imposed by the donor by written instrument, and accepted by the Board by resolution ("Valid Restrictions").
 - (b) No part of the income or assets of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors ("Directors"), officers, the Members or any other person having a personal and private interest in the activities of the Corporation, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.
 - (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.
 - (d) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
 - (e) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall make distributions and expenditures for the Corporation's 501(c)(3) Exempt Purposes, in such

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amounts, at such times and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(f) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

(g) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.

9. **Members' Rights.** The Members shall have those rights and privileges required by law to be accorded to members entitled to vote and those rights and privileges conferred upon the Members by these Articles of Incorporation or the Bylaws. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. The initial Board is elected by the incorporator and the initial Bylaws are adopted by the Board. Thereafter, for so long as the Corporation is a Membership Corporation, the Members shall have (i) the exclusive right to elect or appoint Directors, remove Directors with or without cause, and fill vacancies on the Board, each in the manner and subject to the limitations stated in the Bylaws, and from time to time, by resolution, to increase or decrease the number of Directors; (ii) the exclusive power to amend or repeal the Bylaws and to adopt new bylaws in the manner and subject to the limitations stated in the Bylaws; and (iii) the right to vote on any amendment to the Articles of Incorporation, any proposal to dissolve the Corporation and any plan of distribution of assets described in Section 617.1406, Florida Statutes, any plan of merger, and any disposition of all or substantially all of the Corporation's assets described in Section 617.1202, Florida Statutes.

10. **Board of Directors.** The activities, property and affairs of the Corporation shall be managed by or under the direction of the Board. The number of Directors constituting the initial Board shall be three (3). The number of Directors may be increased or decreased from time to time by resolution, but shall not be reduced to less than three (3), and no decrease in the number of Directors constituting the Board shall shorten the term of any incumbent Director. After the initial Board is elected by the incorporator and for so long as the Corporation is a Membership Corporation, the Directors shall be elected or appointed by the Members in the manner stated in the Bylaws. If at any time the Corporation ceases to be a Membership Corporation, the Board shall elect Directors in the manner stated in the Bylaws.

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11. **Board's Authority.** The Board shall exercise all the powers and authority of the Corporation in accordance with and subject to the limitations stated in these Articles of Incorporation or the Bylaws. Without otherwise limiting the powers conferred upon the Board by law, the Board is authorized:

- (a) To receive and accept donations, grants, gifts, legacies, bequests, devises or any other contributions from any person, in cash or in any variety of real or personal property acceptable to the Board, including contributions made subject to Valid Restrictions and, unless otherwise specifically required, to mingle restricted contributions with other assets of the Corporation for investment purposes;
- (b) To make expenditures, payments, distributions, grants, program-related loans and program-related investments in such amounts, at such times, in such manner, and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion determines from time to time, subject to any applicable Valid Restrictions;
- (c) To initiate and/or participate in fundraising activities and conduct solicitations to support, further or promote the Corporation's 501(c)(3) Exempt Purposes; and
- (d) To the extent a corporation organized under the Florida Not For Profit Corporation Act may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any and every lawful act or activity that is consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.

12. **Foreign Grants.** The Corporation may not accept any contribution that it is legally obligated to redistribute to one or more organizations created or organized outside the United States of America or any possession thereof ("Foreign Organizations"). If the Corporation makes a grant to a Foreign Organization, (i) the Board shall review the organization's request for funds, require that the request specify the use to which the funds will be put, and, if the Board approves the request as being in furtherance of the Corporation's 501(c)(3) Exempt Purposes, determine what, if any, other procedures must be followed for the distribution to comply with the requirements of section 4945 of the Code and authorize payment of the funds to the organization on condition that it furnish a periodic accounting to show that the funds were expended for the purposes approved by the Board, and (ii) the Board shall at all times have the right in its sole discretion to refuse to make any such grant or otherwise render financial assistance to or for any or all of the purposes for

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which funds are requested by a Foreign Organization and to withdraw approval of any such grant and instead use such grant funds (including any contributions received in support of such grant) for any other of the Corporation's 501(c)(3) Exempt Purposes, as determined by the Board in its sole discretion. If the Corporation solicits contributions in support of a grant that the Board has approved to a Foreign Organization, the fact of the Board's control and discretion over all contributions made to the Corporation in support of the grant shall be made available to any contributor, upon request, whether before or after a contribution has been made.

13. **Dissolution.** The Corporation may be dissolved and liquidated at any time. Subject to any applicable Valid Restrictions, upon the winding up and liquidation of the activities and affairs of the Corporation, all the Corporation's assets remaining after discharging or making provision for discharging its liabilities shall be distributed (i) for such of the Corporation's 501(c)(3) Exempt Purposes and in the manner set forth in the plan providing for the distribution of assets adopted by the Corporation (including, if the Corporation is then a private foundation, by distribution to one or more Qualified Charitable Organizations described in both Section 501(c)(3) and Section 507(b)(1)(A) of the Code or to another private foundation pursuant to a reorganization described in Section 507(b)(2) of the Code); (ii) to the federal government for a public purpose; or (iii) to a state or local government for a public purpose; provided that any such assets not so disposed of by the Board shall be disposed of by the Circuit Court of the Judicial Circuit in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Florida), exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar purposes as the court shall determine.
14. **Indemnification.** The Corporation shall indemnify each Director, including former Directors, to the fullest extent allowed by law, including but not limited to Section 617.0831, Florida Statutes. The Corporation also may indemnify any officer or employee, including former officers and employees, to the fullest extent allowed by law, including but not limited to Section 617.0831, Florida Statutes. Notwithstanding these provisions, the Corporation shall not provide any indemnification, advance any funds or make any reimbursement that would give rise to liability for any excise tax under Chapter 42 of the Code.
15. **Immunity.** It is intended that the Corporation be an organization the officers and Directors of which are immune from civil liability to the extent provided under Section 617.0834, Florida Statutes, and other applicable laws.
16. **Amendment.** These Articles of Incorporation may be amended as provided by law at any time and from time to time in a manner and for a purpose that is consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified

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Charitable Organization, the provisions of federal law applicable to private foundations, and any applicable Valid Restrictions; provided, however, that no amendment hereto may remove these restrictions on amendment.

- 17. **Commencement of Existence and Duration.** The Corporation shall be deemed to commence upon the acceptance of these Articles of Incorporation for filing by the Florida Department of State. The duration of the Corporation is perpetual.

Dated at Bonita Springs, Florida, this 15th day of March, 2018.

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 Section 817.155, Florida Statutes.


 Donald J. Herdrich
 Sole Incorporator

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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CERTIFICATE OF DESIGNATION OF 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:

HERDRICH CHARITABLE FOUNDATION, INC.

2. The name and address of the registered agent and office is:

**CLASP INC.
3001 Tamiami Trail North, Suite 400
Naples, Florida 34103**

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 the obligations of the position and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent:

CLASP INC.

By: 
Sally S. Pitlyk, Vice President

Dated: 3/15/18

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