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FLORIDA PROFIT/NON PROFIT CORPORATION

D. Eugene and Bonnie L. Nugent Foundation, Inc.

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Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
D. EUGENE AND BONNIE L. NUGENT FOUNDATION, INC.**

(a Florida Not-for-Profit Corporation)

ARTICLE I

Name

The name of this corporation is D. Eugene and Bonnie L. Nugent Foundation, Inc. (the "Corporation").

ARTICLE II

Principal Office, Street Address, and Mailing Address

The Corporation's principal office address, street address, and mailing address is 8960 Bay Colony Dr. Apt 1501, Naples, Florida 34108-0767.

ARTICLE III

Purposes

The Corporation is organized and shall be operated 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 corresponding section of any future federal tax code (the "Code"), and specifically within those purposes to make grants to nonprofit organizations in furtherance of exempt purposes as defined in Section 501(c)(3) of the Code. The Corporation may conduct any and all lawful activities that may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

ARTICLE IV

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under Section 501(c)(3) of the Code. The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including by publishing or distributing any statements.

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Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, that are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by:

- (a) a corporation exempt from federal income taxation under Section 501(c)(3) of the Code; or
- (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5. At any time when the Corporation is a private foundation as defined in Section 509(a) of the Code, the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in Sections 4941(d), 4943(c), and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under Section 4944 of the Code, or make any indemnification which would give rise to a penalty excise tax under Chapter 42 of the Code.

ARTICLE V Members

The Corporation shall not have members.

ARTICLE VI Board of Directors

All powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Corporation's board of directors (the "Board of Directors" or "Board"). The Board of Directors shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Florida Not For Profit Corporation Act, which at the time of execution of these Articles of Incorporation is three (3). The terms of office, qualifications, and method of appointment of the directors shall be as specified in the Bylaws. The initial directors of the corporation are as follows: Bonnie L. Nugent, Dale Alan Nugent, and Cynthia Nugent Hart.

ARTICLE VII Corporation Duration

The period of duration of the Corporation is perpetual unless dissolved according to Florida law.

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ARTICLE VIII
Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the all of the assets of the Corporation exclusively as the Board of Directors shall determine to one or more organizations described in Sections 170(c)(2), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, and that have purposes substantially similar to those of the Corporation, or to one or more units or agencies of federal, state, or local government to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by a Florida 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.

ARTICLE IX
Amendment of Articles of Incorporation

Subject to the prior written consent of the Corporation, these Articles of Incorporation may be amended, altered, or restated by the affirmative vote of a majority of the total number of directors then in office.

ARTICLE X
Registered Agent

The street address of the Corporation's registered office in the State of Florida is 8960 Bay Colony Dr. Apt 1501, Naples, Florida 34108-0767, and the name of its registered agent at such office is Bonnie L. Nugent.

ARTICLE XI
Incorporator

The sole incorporator of the Corporation is Bonnie L. Nugent. The complete business address of the sole incorporator is: 8960 Bay Colony Dr. Apt 1501, Naples, Florida 34108-0767.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 13th day of December, 2017.

BLN
Bonnie L. Nugent
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is D. Eugene and Bonnie L. Nugent Foundation, Inc.

The name of the initial registered agent of the Corporation is Bonnie L. Nugent. The address of this registered agent is 8960 Bay Colony Dr. Apt 1501, Naples, Florida 34108-0767.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and 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 that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BLN

Printed Name: Bonnie L. Nugent

Registered Agent

Date: December 13, 2017