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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Charles and Melanie Winton Foundation, Inc.**

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Help

(((H18000176380 3)))

**ARTICLES OF INCORPORATION  
OF  
CHARLES AND MELANIE WINTON FOUNDATION, INC.  
(A Corporation Not-For-Profit)**

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation is CHARLES AND MELANIE WINTON FOUNDATION, INC. (the "Corporation"). The principal office or mailing address of the Corporation is 4501 Old Course Drive, Charlotte, North Carolina 28277.

**ARTICLE II  
PURPOSE**

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE III  
MEMBERS**

The members of the Corporation shall consist of the individuals constituting the Board of Directors herein provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

**ARTICLE IV  
DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the bylaws of the Corporation (the "Bylaws"), provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws. The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of the Corporation or until their successors are elected are:

(((H18000176380 3)))

Charles D. Winton	10640 Chevrolet Way Estero, FL 33928
Melanie T. Winton	4501 Old Course Drive Charlotte, NC 28277
Aileen Thomas	403 Twelve Oaks Lane Fort Mill, SC 29708

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PROPERTY**

The members of the Corporation shall have no vested right, interest or privilege of, in, or to the assets, functions, affairs, or contracts of the Corporation, nor shall the members have any such right, privilege, or interest which may be transferable, or inheritable, or which shall continue when membership ceases. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

**ARTICLE VI  
REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation is: HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida, 34108.

**ARTICLE VII  
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

**ARTICLE VIII  
DISTRIBUTION UPON DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is: Charles D. Winton, 10640 Chevrolet Way, Estero, Florida 33928.

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**ARTICLE X  
TAX EXEMPT RESTRICTIONS**

**Section 1. Prohibition on Private Inurement.** Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

**Section 2. Prohibition on Dividends.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

**Section 3. Limitation on Lobbying Activities.** Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

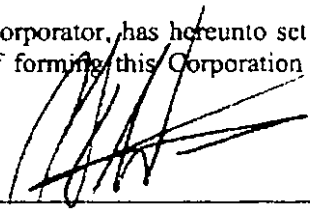
**Section 4. Prohibition on Intervening in Political Campaigns.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 5. Tax-Exempt Status.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

**ARTICLE XI  
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 8<sup>th</sup> day of June, 2018, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

  
\_\_\_\_\_  
Charles D. Winton, Incorporator

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**CHARLES AND MELANIE WINTON FOUNDATION, INC.  
ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108, being named in the Articles of Incorporation of CHARLES AND MELANIE WINTON FOUNDATION, INC., as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 605.

HL STATUTORY AGENT, INC.,  
Registered Agent

By: Jeffrey M. Folkman  
Jeffrey M. Folkman  
Date: 6/9/2018

18 JUN 12 PM 3:49  
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