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**FLORIDA PROFIT/NON PROFIT CORPORATION
LADERER LEGACY FOUNDATION, INC.**

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LADERER LEGACY FOUNDATION, INC.

ARTICLES OF INCORPORATION

(A Corporation not for Profit)

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby agrees to form a corporation not for profit under F. S. Ch. 617.

I. NAME

The corporation's name is **LADERER LEGACY FOUNDATION, INC.**

II. PURPOSES AND POWERS

A. The Corporation is organized and shall at all times 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 (the "Code"), including for such purposes as to:

1. Promote the interests and welfare of public charities that have tax-exempt status under Section 501(c)(3) of the Code, or the corresponding provision of any future United State Internal Revenue law, and without limitation as to other qualified and appropriate activities, to make charitable grants that comply with Code Section 4945 and are not taxable expenditures as defined in Code Section 4945.

2. Improve the general quality of life in and to provide opportunity for charitable giving locally, nationally, and internationally by co-operating and coordinating with other charitable, for profit, non-profit, civic, and governmental entities to provide for and enhance the betterment of society.

3. Receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation. However, no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purpose other than "charitable purposes" within the respective meanings of such quoted terms as defined herein, or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or acts in amendment thereof or substitution therefor.

4. Engaging in any other lawful act or activity in which exempt organizations under Section 501(c)(3) of the Code;

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B. This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the Bylaws of the Corporation. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

III. MEMBERSHIP

The corporation shall initially have no members. All voting powers shall be vested in the Board of Directors. In the event that the Board of Directors deems it necessary or appropriate for this Corporation to establish a general membership, then the Board of Directors shall amend the Bylaws to so provide, and to provide for the qualifications, power, authority, and voting rights, if any, of the members. The Board of Directors shall be under no duty or obligation to establish a general membership at any time, and the establishment or non-establishment of such general membership shall be at the sole discretion of the Board of Directors.

IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

V. STREET ADDRESS

The street address of the corporation and the mailing address of the corporation is 51 Pine St., Babson Park, FL 33827. The Registered Agent is TONYA R. LADERER, and her address is 51 Pine St., Babson Park, FL 33827. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VI. DIRECTORS

The Board of Directors shall exclusively manage the affairs of the corporation and shall consist of no less than three (3) members and no more than fifteen (15) members. The Board shall be elected at the Annual meeting of the Board of Directors. The initial Board of Directors shall consist of the following persons:

TONYA R. LADERER
DENISE HINDS

JOHN F. LADERER

VII. OFFICERS

The affairs of the Corporation are to be set by the Board of Directors and carried out by a president, a vice president, a secretary, a treasurer and such other officers as the Board of Directors determines. The Board of Directors will elect officers at least annually. The names and offices of the persons who are to serve as officers until the first election of officers are:

NAME
TONYA R. LADERER
JOHN F. LADERER
DENISE HINDS

OFFICE
President
Vice President
Secretary/Treasurer

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VIII. INCORPORATORS

The name and street address of the subscriber to these Articles of Incorporation **TONYA R. LADERER**, 51 Pine St., Babson Park, FL 33827.

IX. PROPERTY

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.

X. TAX EXEMPT RESTRICTIONS

A. 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.

B. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the corporation shall not have the power to declare dividends.

C. 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.

D. 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.

E. 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.

F. Private Foundation Prohibitions. In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the code then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income

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imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal income tax law.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal income tax law.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal income tax law.

(4) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the corporation or which would subject the Corporation to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal income tax law.

(5) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal income tax law.

The Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent Federal income tax law.

XI. DISTRIBUTION UPON DISSOLUTION

Upon 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, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations (i) organized and operated exclusively for a charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, (ii) described in Sections 170(b)(1)(A), 170(e), 2055(a) and 2522(a) of the code and (iii) that are not private foundations by virtue of being described in Section 509(a) of the Code. 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.

XII. AMENDMENTS TO ARTICLES AND BY-LAWS

The Board of Directors shall have the power to adopt, alter, and rescind the Articles of Incorporation and the Bylaws by a two-thirds (2/3) vote of its members.

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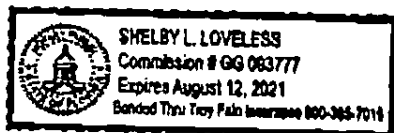
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GIVEN by the undersigned subscriber on March 15, 2019.


TONYA R. LADERER, Incorporator

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me in Polk County, Florida, on March 15, 2019, by TONYA R. LADERER, personally known to me.




Notary Public

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REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING PRINCIPAL PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

LADERER LEGACY FOUNDATION, INC., desiring to organize and incorporate under F.S.
Ch. 617 with its principal office and its registered office as indicated in the Articles of Incorporation,
has named **TONYA R. LADERER** as its agent to accept service of process within this State in
compliance with F.S. § 48.091.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation at the place
designated in this certificate, I hereby agree to act in this capacity and agree to keep the office
open in compliance with F.S. § 48.091.



TONYA R. LADERER, Registered Agent

Prepared by:
JAMES M. WEAVER, PA
jimweaver@lakewaleslaw.net
240 E. Park Ave.
Lake Wales, FL 33853
863.876.6000

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