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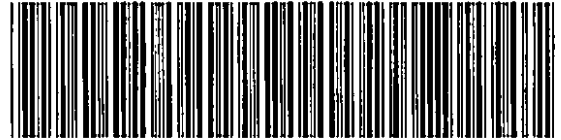
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FILED
MAR 29 2019
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19 MAR 29 AM 9:24

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Sandcastle Foundation, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Faro & Crowder, P.A.

Name (Printed or typed)

1801 Sarno Road

Address

Melbourne, FL 32935

City, State & Zip

321-784-8158

Daytime Telephone number

jcrowder@farolaw.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SANDCASTLES FOUNDATION, INC.
A FLORIDA "NOT FOR PROFIT" CORPORATION**

19 MAR 29 AM 9:24
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The Undersigned, who is a citizen of the United States, acting as incorporator of a not for profit corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I- NAME

The name of the Corporation shall be Sandcastles, Inc.

ARTICLE II- PURPOSE

Said corporation is organized exclusively for charitable, education and scientific purposes and consisting of the following:

- i. To accept gifts, devises and other contribution for charitable purposes, to hold an administer the funds and properties received and to expend, contribute and otherwise dispose of fund or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes;
- ii. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activates to create jobs, eliminate blight, provide affordable housing and needed services;
- iii. To lesson the burden of government, lesson neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration;
- iv. to aid, support and assist by gifts, contribution or otherwise, other corporation community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which insures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;
- v. To do any and all lawful activities which 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 of cooperation with others, whether such other be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engaged in any activity which would be contrary to the purpose and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (Collectively referenced herein as the "Code"); or (ii) of a corporation, contributions to which are deductible under Section 170 of the Code.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) and political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation or other remuneration shall be paid to any officer, director, creator or organize of the Corporation or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for the Corporation, or as a reimbursement for reasonable expenses incurred in support of the Corporation.

The Corporation is organized to serve public interest. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III- POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it to not qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earning, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provision of the United States Code, the following provisions apply:

- i. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- ii. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the internal Revenue Code, or the corresponding section of any future federal tax code.
- iii. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- iv. The Corporation will not make any investment in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- v. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERS

The Corporation shall have no members. The business and affairs of the Corporation shall be governed solely by the Corporation's Board of Directors.

ARTICLE V- TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI-BOARD OF DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of the Corporation's Board of Directors. Additionally, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors shall be elected as provided in the Bylaws. Each director shall serve the Corporation until his or his successor in duly appointed and seated in accordance with the Corporation's Bylaws. The number of Directors may either be decreased at any time of rim time to time in accordance with the Bylaws, but shall never be less than three(3).

The number of persons constituting the Corporations Board or Directors as of the date hereof is five (5), and the name of the persons who are serving as the Corporation's Directors as of March 26, 2019, are as follows:

J. Christopher Crowder Sr. ESQ	Jessica Lee McPhillips
Deirdre Marie Crowder	Christopher Daniel Criss
Tracey Hester Flynn	

The address of each of the Corporation's Directors is c/o Faro & Crowder, P.A. 1801 Sarno Road, Suite 1, Melbourne, Florida 32937.

The Corporation's Board of Directors may designate one or more committees to report and otherwise advise and assist the Board of Directors with management of the business of the Corporation, including without limitation, an executive Committee. Each such committee shall be chaired by a member of the Board of Directors and shall have such powers and duties as shall be determined by the Board of Directors from time to time.

ARTICLE VII- OFFICERS

The Corporation's Board of Directors shall, in accordance with the Bylaws, appoint officers who will manage the day to day affairs of the Corporation. The names and titles of those persons who are currently serving as the officers of the Corporation are as follows:

J. Christopher Crowder Sr. ESQ	Chairman of the Board
Jessica Lee McPhillips	President
Deirdre Marie Crowder	Treasurer
Christopher Daniel Criss	Secretary
Tracey Hester Flynn	Vice President

ARTICLE VIII-BYLAWS

The Corporation's Bylaws shall be approved by resolution adopted by a majority of the full Board of Directors, and thereafter may be altered, amended, repealed or rescinded by resolution adopted by a majority of the full Board of Directors.

ARTICLES IX- AMENDMENTS TO THE ARTICLES OF INCORPORATION

Any provision contained in these Articles of Incorporation may be amended, altered or rescinded at any time or from time to time by: (i) resolution adopted by a majority of the full Board of Director, or (ii) any other manner provided by applicable law.

ARTICLE X- DISSOLUTION

The Corporation may be liquidated or dissolved by: (i) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable law. 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, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Code. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XI- REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent and the street address of the Corporation's registered office are as follows:

FARO & CROWDER, P.A.
1801 SARNO ROAD
SUITE 1
MELBOURNE, FL 32935

19 MAR 29 AM 9:26
FARO & CROWDER, P.A.
1801 SARNO ROAD
SUITE 1
MELBOURNE, FL 32935

ARTICLE XII- CORPORATION PRINCIPAL OFFICE AND/OR MAIL ADDRESS

The Principal office and/or mail address of the Corporation shall be:

FARO & CROWDER, P.A.
1801 SARNO ROAD
SUITE 1
MELBOURNE, FL 32935

ARTICLE XIII- INCORPORATOR AND ADDRESS

The Name of the incorporator and the street address of the Incorporate are as follows:

J. CHRISTOPHER CROWDER SR. ESQ
FARO & CROWDER, P.A.
1801 SARNO ROAD, SUITE 1
MELBOURNE, FL 32935

ARTICLE XIV- INDEMNITY

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by any reason of the fact that he or she is or was Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by them in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to a matter as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for willful misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which a Director or Officer may be entitled apart from this Article.

IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed by the incorporator on this 1st day of March, 2019.

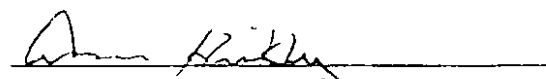

J. CHRISTOPHER CROWDER SR. ESQ
INCORPORATOR

19 MAR 29 AM 9:24
19 MAR 29 AM 9:24
19 MAR 29 AM 9:24

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared J. Christopher Crowder Sr. ESQ who is either personally known to me or who produced a valid Florida Drivers' license, executed the foregoing instrument as incorporator and acknowledges before me that he of she executed the same.


NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES: 6-23-2020

