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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**McDonald-Anderson Foundation, Inc.**

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# ARTICLES OF INCORPORATION OF McDONALD-ANDERSON FOUNDATION, INC.

The undersigned, under the provisions of Chapter 617 of the Florida Statutes, for the purpose of forming a not for profit corporation under the laws of the State of Florida, sets forth the following:

## Article I. NAME

The name of the corporation is the McDonald-Anderson Foundation, Inc. (referred to as the "Foundation").

## Article II. NONPROFIT CORPORATION

The Foundation is a nonprofit corporation. Upon dissolution, all of the Foundation's assets shall be distributed to one or more organizations exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more charitable purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in 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.

## Article III. PRINCIPAL PLACE OF ADDRESS

The principal place of business and the mailing address of the corporation is: 600 Ocean Road, Vero Beach, Florida 32963.

## Article IV. PURPOSES

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or corresponding provisions of any future federal tax code. Specifically, the Foundation is organized to develop and fund programs in the public schools to enhance learning and teaching skills and to develop and fund various educational programs at institutes of higher education. The Foundation may also devote funds to other charitable purposes, such as the arts and for health care. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Code.

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## Article V. POWERS

Except as otherwise provided in these Articles, the Foundation shall have all of the powers provided in the Act. Moreover, the Foundation shall have all implied powers necessary and proper to carry out its express powers. The Foundation may pay reasonable compensation to directors or officers for services rendered to or for the Foundation in furtherance of one or more of its purposes set forth above.

## Article VI. ARTICLE 6 - RESTRICTIONS AND REQUIREMENTS

The Foundation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Foundation shall have no power to take any action prohibited by the Act. The Foundation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the charitable purposes set forth above.

The Foundation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Foundation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Foundation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Foundation's assets shall be distributed to one or more organizations exempt from

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taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Foundation was organized.

7. Permit any part of the net earnings of the Foundation to inure to the benefit of any private shareholder of the Foundation or any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Foundation's primary exempt purposes.

The Foundation shall make distributions at such times and in such manner as to avoid the tax under Internal Revenue Code Section 4942. The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d). The Foundation shall not retain excess business holdings as defined in Section 4943(c). The Foundation shall not make any investments that would subject it to the tax described in Section 4944. The Foundation shall not make any taxable expenditures as defined in Section 4945(d).

## Article VII. MEMBERSHIP

The Foundation shall have no members.

## Article VIII. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is: Rebecca F. Emmons, Esq., 2101 Indian River Boulevard, Vero Beach, Florida 32960.

## Article IX. BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of eight (8) persons. The number of directors may be increased or decreased by adoption or amendment of the bylaws, however, the number of directors may not be decreased to less than three (3). The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Barbara Anderson McDonald	600 Ocean Road Vero Beach, FL 32963
David Calvin McDonald	600 Ocean Road Vero Beach, FL 32963
Tracy Marie McDonald	600 Ocean Road Vero Beach, FL 32963

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Morgan Lee McDonald

600 Ocean Road  
Vero Beach, FL 32963

Lindsey Paige McDonald

600 Ocean Road  
Vero Beach, FL 32963

Jeffrey David McDonald

600 Ocean Road  
Vero Beach, FL 32963

Danielle Oxford McDonald

600 Ocean Road  
Vero Beach, FL 32963

Carol McDonald

600 Ocean Road  
Vero Beach, FL 32963

## Article X. LIMITATION ON LIABILITY OF DIRECTORS

No officer or director of the Foundation shall be personally liable to the Foundation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Foundation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

## Article XI. INDEMNIFICATION

The Foundation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Foundation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the Foundation; and further provided that any compromise or settlement payment shall be approved by the Foundation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the Foundation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an

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indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

## Article XII.CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

The undersigned incorporator has executed these Articles of Incorporation this 3 day of JUNE, 2019.

MCDONALD-ANDERSON FOUNDATION, INC.

By: Barbara Anderson McDonald

Barbara Anderson McDonald, Incorporator  
600 Ocean Road, Vero Beach, FL 32963

By: David C. McDonald

David Calvin McDonald, Incorporator  
600 Ocean Road, Vero Beach, FL 32963

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ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF ORGANIZATION

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Rebecca F. Emmons, Esq. is an individual residing in this state having a business office identical with the registered office of the company named below and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

Rebecca F. Emmons, Esq. is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0503 of the Florida Statutes.

Rebecca F. Emmons  
Rebecca F. Emmons, Esq.

June 3, 2019  
Date