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KT FAMILY FOUNDATION, INC.

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08/05/19

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**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, Kristen Thompson Heaney, in her capacity as Director of the KT Family Foundation, a foreign corporation, in accordance with Section 617.1803 Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was December 21, 1992.
2. The jurisdiction where the above-named corporation was first formed, incorporated, or otherwise came into being was the State of Michigan.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is the KT Family Foundation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Section 617.01201 and 617.0202 with this certificate, is the KT Family Foundation.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the state of Michigan.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 617.1803.

I am Kristen Thompson Heaney, of the KT Family Foundation, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 26th day of July, 2019.



Kristen T. Heaney, as Director

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JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION OF
KT FAMILY FOUNDATION, INC.**
a Florida Corporation Not for Profit

Pursuant to Section 617.1803(2) the KT Family Foundation, Inc. ("Corporation") was previously incorporated in the state of Michigan, and, upon filing the "Certificate of Domestication", filed on even date herewith July 26, 2019, and these "Articles of Incorporation", has become a domestic entity under Florida law.

ARTICLE I

Name

The name of the corporation is the **KT FAMILY FOUNDATION, INC.**

ARTICLE II

Principal Place of Business

The street address and the mailing address of the Corporation shall be 1701 Hwy A1A, Suite 212, Vero Beach, Florida 32963.

ARTICLE III

Purposes

The purposes for which the Corporation is organized are as follows:

To receive and administer funds for underprivileged individuals and otherwise, for charitable, religious, literary, scientific and educational purposes as set forth in Sections 501(c)(3), 170(c)(2), 2055(a), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

In addition, if the Corporation is subject to Section 4942 of the Code, the Corporation shall make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code to the extent necessary for the Corporation to avoid any tax under Section 4942 of the Code.

ARTICLE IV

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

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IN AND FOR THE COUNTY OF PALM BEACH
FLORIDA

ARTICLE V

Limitations on Activities

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual, officer or director, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. The foregoing objects, purposes, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE VI

Dissolution

In the event of the liquidation or dissolution of the Corporation, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they may by a majority vote determine; provided, however, that such disposition shall be calculated exclusively to carry out the objects and purposes set forth in Article III above, subject to the limitations contained in Article V above. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such charitable organizations as shall qualify under Florida law and Section 501(c)(3) of the Code, as the Directors shall determine.

ARTICLE VII

Incorporator

The name and address of the incorporator of the Corporation is:

Kristen Thompson Heaney
1701 Hwy A1A, Suite 212
Vero Beach, Florida 32963

ARTICLE VIII

Nonstock Corporation

The Corporation shall not have or issue shares of stock.

ARTICLE IX

Membership

The conditions of Membership in the Corporation, and the rights and obligations of its Members, shall be as fixed-by, or in the manner provided in, the Bylaws of the Corporation.

ARTICLE X

Board of Directors

Section 1. The Members shall elect a Board of Directors in whom shall be vested the management of the affairs of the Corporation. The number of Directors which shall constitute the whole Board shall initially constitute three (3) Directors but at no time shall there be more than nine (9) Directors. The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board.

Section 2. Pursuant to Florida Statute Section 617.0802 an individual who has attained the age of fifteen (15) but has not yet attained the age of eighteen (18) shall be permitted to serve on the Board of Directors (hereinafter referred to as a "Youth Director"). The only individuals that may qualify as a Youth Director are the descendants of Kristen T. Heaney, and only one (1) such Youth Director may serve on the Board of Directors at any given time.

Section 3. The names and addresses of the current Directors of the Corporation are:

Kristen T. Heaney
1701 Hwy A1A, Suite 212
Vero Beach, Florida 32963

Ryan B. Heaney
1701 Hwy A1A, Suite 212
Vero Beach, FL 32963

Lauri A. Palazzolo
1701 Hwy A1A, Suite 212
Vero Beach, Florida 32963

ARTICLE XI

Indemnification and Liability

Subject to any mandatory limitations set forth in the Florida Not for Profit Corporation Act, the Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Statutes, as amended from time to time, indemnify all directors and officers of the Corporation and, in the discretion of the Board, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A director of the Corporation shall under no circumstances have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of the Corporation is 1701 Hwy A1A, Vero Beach, Florida 32963.


Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Kristen T. Heaney.

ARTICLE XIII

Amendment to Articles of Incorporation

No amendment to these Articles of Incorporation shall be effective unless approved by a majority of all Members.

In Witness whereof, the undersigned has hereunto set her hand and seal this 26th day of July, 2019.



Kristen Thompson Heaney
as: Incorporator
of: KT Family Foundation, Inc.

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