

9/12/2019

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FLORIDA PROFIT/NON PROFIT CORPORATION**MC Markets, Inc.**

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**ARTICLES OF INCORPORATION
OF
MC MARKETS, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, desiring to form a corporation not-for-profit under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this corporation is MC Markets, Inc. (the "Corporation").

ARTICLE II
Principal Office or Mailing Address

The principal office and mailing address of the Corporation are:

223 Mill Creek Road
Jacksonville, Florida 32211

ARTICLE III
Purposes

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation is organized to be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of North Florida School of Special Education, Inc., a Florida not for profit corporation ("NFSSE") exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. In furtherance of such purposes and subject to the limitations imposed upon organizations described in Section 509(a)(3) of the Code, the Corporation may engage in any lawful acts or activities for which corporations may be formed under the Act.

ARTICLE IV
Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by the Act, including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Prepared by:
Driver, McAfee, Hawthorne & Diebenow, PLLC
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

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Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers or other private persons; provided, however, 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 contained in these Articles of Incorporation; and

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code.

(d) The Corporation is organized and shall be operated exclusively as a not for profit corporation under the Act, and shall not engage in any activity ordinarily carried on for profit.

(e) The Corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

ARTICLE V Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors (the "Board"), except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The directors of the Corporation, and their election and terms, shall be as provided by the Bylaws.

ARTICLE VI Officers

The officers of the Corporation, and their election, powers and terms, shall be as provided by the Bylaws.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 1200, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is Contega Business Services, LLC.

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ARTICLE VIIIIncorporator

The name and street address of the incorporator of the Corporation are:

Name

Richard W. Hawthorne

AddressOne Independent Drive, Suite 1200
Jacksonville, Florida 32202ARTICLE IXDuration

The Corporation shall exist perpetually. These Articles of Incorporation shall be effective as of September 12, 2019, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE XMembers

NFSSE shall be the sole member of the Corporation.

ARTICLE XIBylaws

(a) The Board, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including provisions for the quorum and voting requirements for meetings and activities of the Board; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation, the Act or the Code.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board who are present at any regular meeting or any special meeting for this purpose.

(c) Notwithstanding the foregoing paragraphs (a) and (b), if any provision of the Bylaws requires the vote, approval or consent of more than a majority of the Board, such provision may be enacted, amended, altered or rescinded only by the unanimous vote of the Board.

ARTICLE XIIAmendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by the unanimous vote of the members of the Board and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIIICorporate Liquidation and Dissolution

In the event of dissolution of the Corporation, the Board shall, after making provisions for payment of all liabilities of the Corporation, dispose of all assets of the Corporation (i) to NFSSE,

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provided that NFSSE is, at such time an organization exempt from federal income tax as an organization described in Section 501(c)(3) of the Code, or (ii) in furtherance of the charitable purposes of the Corporation to such organization or organizations, designated by the Board that are organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations or organizations under Section 501(c)(3) of the Code. Any of 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV Limitation of Liability

A director of the Corporation shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article XIV shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XV Indemnification

The Corporation shall indemnify officers and directors to the full extent permitted by the Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

(a) Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnerships, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in this Article XV(a) with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the

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Board. The right to indemnification conferred in this Article XV(a) shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article XV(a) or otherwise.

(b) Right of Claimant to Bring Suit. If a claim for which indemnification is required under this Article XV is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article XV upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

(c) Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article XV shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or disinterested directors or otherwise.

(d) Insurance, Contracts and Funding. The Corporation may by action of the Board, maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the Act. The Corporation may, by action of the Board, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article XV and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification, as provided in this Article XV.

(e) Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article XV with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Act.

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The undersigned incorporator, for the purpose of forming a not for profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

A handwritten signature in black ink, appearing to read "Richard W. Hawthorne", is written over a horizontal line.

Richard W. Hawthorne, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Dated: September 12, 2019

CONTEGA BUSINESS SERVICES, LLC

By: 
Richard W. Hawthorne, Executive Vice President

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