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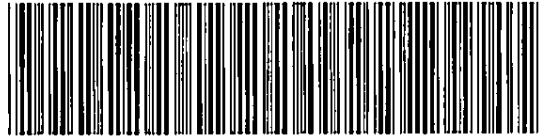
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 16 2019

K. Brumbley

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Abaco Foundation, Inc.

Signature \_\_\_\_\_

Requested by: SETH

09/13/19

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\_\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_\_ UCC 11 Search \_\_\_\_\_  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE ABACO FOUNDATION, INC.  
a Florida corporation not for profit

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes (the Florida Not for Profit Act), as amended.

ARTICLE I

Name

The name of the Corporation shall be THE ABACO FOUNDATION, INC. The street address and the mailing address of the Corporation shall be:

5065 North A1A  
Vero Beach, FL 32963

ARTICLE II

Purposes

(1) The Corporation shall be a Florida Not for Profit corporation. The Corporation is formed exclusively for the following general objects or purposes: to operate as a charitable and educational organization within the meaning of Sections 501(c)(3), 170(c)(2), 2055(a), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code").

(2) The Corporation has been formed to provide support to communities, individuals and families who lack access to food, water, basic housing, utilities, clothing, municipal infrastructure, educational facilities or other essential services that may overall better the lives of those helped by the Corporation. The Corporation is specifically authorized, but not limited in its support functions to:

(a) Provide such support within and without the state of Florida and the United States of America.

(b) Provide support by making available directly to those in need good and services which furthers this Corporation's exempt purpose.

(c) Develop, support and grow other programs within the Corporation that further this Corporation's exempt purpose.

For the purposes of these Articles of Incorporation, the foregoing activities of the Corporation set forth in this Article II are hereafter referred to as the "Charitable Purpose".

(3) Regarding any assets of the Corporation, the general objects and purposes are as follows (provided, that such objects and purposes shall always be consistent with the general objects and purposes set forth in paragraph 1 of this Article II):

(a) To use such assets to further the objects and purposes of the Corporation as set forth in this Article and to the extent that such assets consist of financial assets such as cash, stock, bonds, and other securities, such assets shall be invested and the income generated thereby shall be used to provide for the Charitable Purpose, to fund the support and services described in this Article II, and to cover the other operating expenses of the Corporation. Any income in excess of the amounts required for these purposes in any one year may be used to make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code or may be added to the principal of the Corporation from time to time in the discretion of the Board of Directors.

(b) 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 III Powers

Except as limited by these Articles of Incorporation or its bylaws (the "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.

### ARTICLE IV Limitations on Activities

(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 officers, directors or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II. 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 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.

(2) 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.

(3) 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:

(a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

(b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Division of Corporations of the State of Florida.

#### ARTICLE V Dissolution

In the event of the liquidation or dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors may determine.

#### ARTICLE VI Incorporator

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

Dillon L. Roberts  
Gould Cooksey Fennell, PLLC  
979 Beachland Boulevard  
Vero Beach, FL 32963

ARTICLE VII  
Nonstock Corporation

The Corporation shall not have or issue shares of stock.

ARTICLE VIII  
Board of Directors

(1) The authority for all activities and affairs of the Corporation shall be vested in the Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The number of Directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three (3) or more than nine (9). The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this Corporation. 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 of Directors. The Initial Directors who shall comprise the initial board of directors (the "Board of Directors") are as follows:

Todd W. Fennell	979 Beachland Boulevard Vero Beach, FL 32963
Elson R. Smith, III	2770 Indian River Boulevard Suite 501 Vero Beach, FL 32960
J. Dale Sorensen, Jr.	5065 North A1A Vero Beach, FL 32963

(hereafter, the "Initial Directors"). The Initial Directors and each Director who succeeds them are hereafter referred to as the "Directors" as to more than one or a "Director" as to one.

ARTICLE IX  
Officers

The Board of Directors shall appoint such officers as the Board of Directors deems necessary or prudent for the conduct of the affairs of the Corporation.

ARTICLE X  
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 of Directors, 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 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 XI  
Registered Office and Agent

- (1) The street address of the registered office of the Corporation is 979 Beachland Boulevard, Vero Beach, FL 32963.
- (2) The name of the registered agent of the Corporation located at the street address of the registered office is Dillon L. Roberts.

ARTICLE XII  
Amendment to Articles of Incorporation

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

In witness whereof, the undersigned has hereunto set his hand and seal this 13<sup>th</sup> day of September, 2019.

  
\_\_\_\_\_  
Dillon L. Roberts, Incorporator

Certificate of Designation  
Registered Agent / Registered Office

Pursuant to the provisions of the Florida Statutes, the above-named Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent in the state of Florida.

1. The name of the Corporation is: The Abaco Foundation, Inc.
2. The name and street address of the registered agent and office is:

Dillon L. Roberts  
Gould Cooksey Fennell, PLLC  
979 Beachland Boulevard  
Vero Beach, FL 32963

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Dillon L. Roberts, Registered Agent