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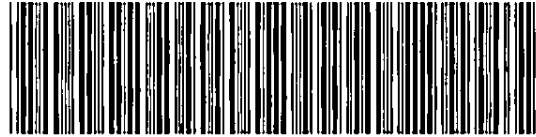
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2019 OCT 18 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FL

N CULLIGAN

NOV ' 5 2019

COVER LETTER

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

SUBJECT: THE FIFTH "C" FOUNDATION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Kyle D. Bass, Esq.

Name (Printed or typed)

Weber, Crabb & Wein, P.A., 5453 Central Avenue

Address

St. Petersburg, FL 33710

City, State & Zip

727-818-9919

Daytime Telephone number

kyle.bass@webercrabb.com

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

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

THE FIFTH “C” FOUNDATION, INC.

A Florida Not For Profit Corporation

ARTICLES OF INCORPORATION

Articles of Incorporation
Of
THE FIFTH "C" FOUNDATION, INC.
A Florida Not For Profit Corporation

FILED
2013 OCT 18 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned do hereby associate themselves for the purpose of forming a corporation not of profit as allowed for by Chapter 617 of the Florida Statutes. Pursuant to the provisions of laws of the State of Florida, we certify as follows:

Article I. NAME

Section 1.01. Name. The name of this corporation shall be THE FIFTH "C" FOUNDATION, INC. Hereinafter the corporation shall be referred to as the "Foundation."

Section 1.02. Duration. This corporation shall have perpetual existence.

Article II. PRINCIPAL OFFICE

The Principal Office of the Foundation shall be located at and have a Principal street address of:

3696 ULMERTON ROAD,
CLEARWATER, FLORIDA 33762.

The Foundation shall have a Mailing Address of:

3696 ULMERTON ROAD,
CLEARWATER, FLORIDA 33762.

The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

Article III. PURPOSE

The purpose of the Foundation is to create an intimate expression of the Leclerc's family values and an extension of their traditions of philanthropy. The Foundation will allow the family to prioritize, organize, and monitor the Leclerc's family charitable giving.

The Foundation is a not for profit, or non-profit, corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The Foundation shall be centered around philanthropic giving and passion for helping others, with a focus on veterans of war and children, including education and pediatric oncology.

Article IV. NON-PROFIT NATURE

Section 4.01. The Foundation is organized exclusively for charitable and educational 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, or corresponding section of any future federal tax code. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the Purpose Clause hereof.

Notwithstanding any other provision of this document, the Foundation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Foundation is not organized and shall not be operated for the private gain of any person. The property of the Foundation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Foundation shall inure to the benefit of, or be distributed to any individual. The Foundation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Section 4.02. No officer or director of the Foundation shall be personally liable for the debts or obligations of the Foundation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

Section 4.03. Upon termination or dissolution of the Foundation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

Section 4.04. No substantial part of the Foundation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.05. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or in the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article V. OFFICERS OF THE BOARD

Section 5.01. The Officers of the corporation shall be, a President, a Secretary, a Treasurer, Ex-officio Chairperson, and such other officers as may be desired or provided for in the bylaws.

Section 5.02. The names of the persons who are to serve as officers of the corporation until the first (1st) meeting of the Board of Directors shall be:

<u>President:</u>	KEITH LECLERC
<u>Vice-President:</u>	MARGARET LECLERC
<u>Secretary:</u>	BRIAN STAMEY
<u>Treasurer:</u>	BRIAN LECLERC

Section 5.03. The officers shall be appointed or affirmed each year at the annual meeting of the Board of Directors or as otherwise provided in the bylaws.

Article VI. BOARD OF DIRECTORS

Section 6.01. The Foundation shall be governed by its Board of Directors, and in accordance with the Bylaws. Members of the Board of Directors shall be appointed and hold office in accordance with the Bylaws.

Section 6.02. The Board of Directors shall be made up of eight (8) Directors, initially, not including the Executive Director. The names and addresses of the persons who are to serve as the Initial Directors for the Foundation, are:

KEITH LECLERC	2810 Bullard Lane Clearwater, Florida 33762
MARGARET LECLERC	2810 Bullard Lane Clearwater, Florida 33762
BRIAN STAMEY	2823 Sandpiper Place Clearwater, Florida 33762
ASHLEY STAMEY	2823 Sandpiper Place Clearwater, Florida 33762
BRIAN LECLERC	11697 92nd Way Largo, Florida 33773
DANAE LECLERC	11697 92nd Way Largo, Florida 33773

CHAD MASTERS 3009 Osprey Lane
Clearwater, Florida 33762

DANIELLE MASTERS 3009 Osprey Lane
Clearwater, Florida 33762

Section 6.03. Executive Director. The position of Executive Director, as herein appointed, shall remain as the Executive Director of the Foundation until such time that a successor Executive Director is appointed. The Executive Director shall be appointed or affirmed each year in accordance with the Bylaws.

Section 6.04. The position of Executive Director of the Foundation shall be held by:

HELEN BARROTT 335 Brightwaters Boulevard NE
St. Petersburg, Florida 33704

Article VII. BYLAWS

Section 7.01. The Board of Directors of the Foundation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 7.02. Upon proper notice, the bylaws may be amended altered or rescinded by a two-thirds vote of all of the members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

Article VIII. AMENDMENTS

Section 8.01. These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose, by a three-fourths vote of those present.

Section 8.02. Amendments may also be made at a regular meeting of the Board of Directors upon notice given, as provided by the bylaws, of intention to submit such amendments.

Article IX. REGISTERED AGENT

The name and Florida street address of the Registered Agent is:

BRIAN STAMEY 3696 ULMERTON ROAD
CLEARWTER, FLORIDA 33762

The Board of Directors, may from time to time, or as established by the bylaws, amend the registered agent and/or the location of the registered agent.

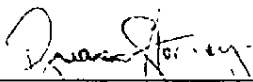
Article X. INCORPORATOR

The name of address of the Incorporator is:

KEITH LECLERC

3696 ULMERTON ROAD
CLEARWATER, FLORIDA 33762

Having been named as registered agent to accept service of process for the above stated corporation at the place designate in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

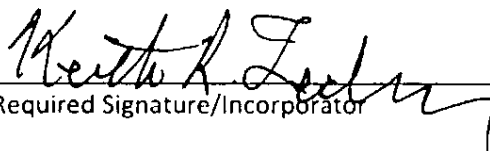


Required Signature/Registered Agent

10/9/19

Date

I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Required Signature/Incorporator

10/9/19

Date

Article VIII
COMMITTEES

Section 8.01. The Governance Committee shall consist of the Chairperson, Vice Chairperson, Secretary, Treasurer, and each of the chairs of the other committees so appointed. It shall be the duty of the Governance Committee to act for and on behalf of the Board of Directors in the interim between Board meetings on those matters of an emergency nature or not requiring action of the entire Board. A Governance Committee meeting may be held by electronic means, including, but limited to, telephone, facsimile, computer electronic mail (email), teleconference, and videoconference, at the discretion of the Board Chairperson. The Governance Committee may serve as the Board's Nominating Committee in recommending the proposed slate of officers at the September meeting each year.

Section 8.02. The Chairperson shall appoint committees of the Board as may be deemed necessary. The Chairperson of the Board shall appoint committee chairs and committee membership. Committee Chairs must be members of the Board of Directors. The Chairperson may also appoint non-Board members with necessary expertise to Board committees.

Article IX
CODE OF ETHICS CONFLICT OF INTEREST

Section 9.01. Each Director shall sign a code of ethics and conflict of interest statement provided by the Foundation prior to service of the Board of Directors.

Section 9.02. Each Director shall comply with the Code of Ethics adopted by the Foundation.

Section 9.03. Any Director who personally becomes aware of a potential conflict of interest shall: (1) notify the Board of Directors of the potential conflict of interest, and (2) abstain from voting on any issue that is a recognized potential conflict of interest.

Article X
AMENDMENTS

Amendments to the Bylaws may only be proposed by a current members of the Board of Directors. All proposed amendments shall be provided to the Board of Directors in writing at least one (1) week prior to the meeting at which it is to be voted upon. An affirmative vote of three-quarters of the Board of Directors is required for ratifications.

Adopted and authorized by the Board of Directors on 10/9/19.

Keith R. Zeller
Chairperson of the Board

[Signature]
Secretary