

3/23/2020

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
NEWDAY FOUNDATION, INC.**

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RESUBMIT

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2020

CSC

SUBJECT: NEWDAY FOUNDATION, INC.
Ref. Number: W20000027054

We have received your document for NEWDAY FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

List the Registered Agents name exactly as it appears on DOS records.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist II

Letter Number: 820A00005590

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NEWDAY FOUNDATION, INC.**

(A corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and citizen of the United States pursuant to Florida Statutes Chapter 617, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

Name

The name of the Corporation is NEWDAY FOUNDATION, INC. (the "Corporation").

ARTICLE II

Purposes and Activities

The Corporation is organized and is to be operated under a non-stock basis exclusively for charitable purposes, including the conduct of activities that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Law (the "Code") and the receiving of gifts and the making of distributions of the Corporation's assets for charitable purposes to charitable organizations or directly to accomplish the Corporation's charitable purposes.

ARTICLE III

Powers

The Corporation shall have those powers which are required by, and are consistent with, the purposes enumerated in Article II above. Within those limitations, the Corporation may act on its own behalf or as the agent, trustee or representative of others; acquire or receive property of every kind by any legal means; hold, manage, use and dispose of any property and the income

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generated by it to further any of the purposes of the Corporation; lease, mortgage or encumber any such property; and exercise any other powers conferred on the Corporation by Florida Statutes Chapter 617.

ARTICLE IV

Restrictions

Notwithstanding any other provisions of these Articles of Incorporation ("Articles"), the restrictions in this Article IV shall govern the activities of the Corporation.

The Corporation shall not engage in any activity which may not be carried on (a) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code or (b) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors or officers, and no part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles.

The Corporation shall not attempt to influence legislation by propaganda or otherwise. The Corporation shall neither directly nor indirectly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise.

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The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code.

The Corporation shall not lend money to or guaranty the obligation of a director, officer, or employee of the Corporation or related organization, or of the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, officer, or employee.

ARTICLE V

Registered Office

The Corporation's initial registered office in the state shall be located at 500 Fleming Street, Key West, FL 33040 and the name of its initial registered agent shall be Spottswood, Spottswood, Spottswood & Sterling, PLLC.

ARTICLE VI

Board of Directors

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. To the extent consistent with these Articles and permissible under Florida Statutes Chapter 617, the Bylaws of the Corporation shall specify the number or the manner for determining the number, the term of office, method of selection, powers and duties of the directors of the Corporation, the time and place of their meetings, voting rights, and such other regulations pertaining to the Board of Directors as are deemed necessary. An action

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required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors.

ARTICLE VII

Membership

The Corporation does not have members.

ARTICLE VIII

No Personal Liability

The officers and directors of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation, nor shall any property of any officer or director be subject to the payment of the debts or obligations of the Corporation.

ARTICLE IX

No Capital Stock

The Corporation shall have no capital stock.

ARTICLE X

Amendments

The Articles and Bylaws of the Corporation may be amended as set forth in the Bylaws of the Corporation.

ARTICLE XI

Dissolution

The Corporation may be dissolved in accordance with the laws of the State of Florida. Upon dissolution of the Corporation, the Board or the officers acting under the direction of the Board, shall distribute the assets of the Corporation in the following order of priority: (1) assets received and held for a special use or purpose in accordance with the uses and purposes for

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which the assets have been received and held; (2) costs and expenses of the dissolution proceedings, including attorney fees and disbursements; and (3) debts, obligations, and liabilities of the Corporation. Any property remaining after these payments shall be transferred, in such proportions as the Board of Directors of the Corporation shall determine, to one or more organizations which are exempt from federal income taxation under Section 501(a) by virtue of being described in Code Section 501(c)(3) exclusively for exempt purposes within the meaning of Code Section 501(c)(3). No provision of these Articles shall be construed to affect the disposition of property held by the Corporation upon trust or other condition, and upon dissolution of the Corporation, such property shall be transferred in accordance with the trust or condition imposed with respect to it

ARTICLE X

Principal Office

The street address of the Corporation's initial principal office shall be 30 Severn Street, East, Suite 2000, St. Paul, MN 55101-4930.

ARTICLE XI

Incorporator

The name and address of the incorporator is:

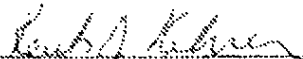
Keith J. Kehrer
211 North Broadway, Suite 3600
Saint Louis, Missouri 63102

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of March, 2020.

By _____
Keith J. Kehrer

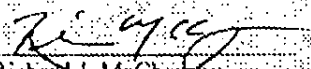
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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 500 Fleming St., Key West, FL 33040, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 20th day of March, 2020


Richard L. McChesney
Spottswood, Spottswood, Spottswood &
Sterling, PLLC

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