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FLORIDA PROFIT/NON PROFIT CORPORATION

Clear Skies Fund, Inc.

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|-----------------------|---------|
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ARTICLES OF INCORPORATION
OF
CLEAR SKIES FUND, INC.

A Florida Not for Profit Corporation

ARTICLE 1
NAME OF THE CORPORATION

The name of the corporation is CLEAR SKIES FUND, INC. (the "Foundation").

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Foundation is located at 4501 Tamiami Trail North, Suite 419, Naples, Florida 34103.

ARTICLE 3
DURATION

The period of the duration of the Foundation is perpetual unless dissolved according to Florida law.

ARTICLE 4
PURPOSES

The Foundation is organized and shall be operated exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes, but not limited to, the making distributions for charitable, religious, scientific, literary, and educational purposes. The Foundation may conduct any and all lawful activities that may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

ARTICLE 5
PROHIBITED ACTIVITIES

5.1 No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, members, or other private persons, except that the Foundation 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 of Incorporation.

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5.2 No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

5.3 Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §§170(c)(2), 2055, and 2522 of the Code.

5.4 At any time when the Foundation shall be a private foundation, as such term is defined in §509(a) of the Code, then the Foundation:

5.4.1 shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and

5.4.2 shall not (i) engage in any act of self-dealing as defined in §4941(d) of the Code; (ii) retain any excess business holdings as defined in §4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under §4944 of the Code; or (iv) make any taxable expenditures as defined in §4945(d) of the Code.

ARTICLE 6 REGISTERED AGENT

The name of the registered agent of the Foundation is David M. Jones. The street address of this registered agent is 4501 Tamiami Trail North, Suite 419, Naples, Florida 34103.

ARTICLE 7 MEMBERS

7.1 The Foundation shall have one class of Members with such rights and responsibilities as shall be as set forth in the Foundation's Bylaws.

7.2 The initial Member of the Foundation shall be David M. Jones. Subsequent or additional Members shall be appointed as provided in the Foundation's Bylaws.

ARTICLE 8 BOARD OF DIRECTORS

8.1 The affairs of the Foundation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Florida Not for Profit Corporation Act, which at the time of execution of these Articles of Incorporation is three (3). The terms of office, qualifications, and method of appointment of the

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directors shall be as specified in the Bylaws. There shall be three (3) directors on the initial Board of Directors.

8.2 The names and addresses of the initial members of the Board of Directors are:

| <u>Name:</u> | <u>Address:</u> |
|----------------|---|
| David M. Jones | 4951 Gulf Shore Boulevard, No. 501 Naples, Florida 34103 |
| Judy B. Jones | 4951 Gulf Shore Boulevard, No. 501 Naples, Florida 34103 |
| Linda Bradford | 224 Chatfield Way Franklin, Tennessee 37067 |

ARTICLE 9 DISSOLUTION

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, distribute all of the assets of the Foundation exclusively for the tax-exempt purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as a tax-exempt organization or organizations described in Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 10 AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, or restated by the Members.

ARTICLE 11 INCORPORATOR

The sole incorporator of the Foundation is Kimberley Dillon, Esq. The complete business address of the sole incorporator is 1395 Panther Lane, Suite 300, Naples, Florida 34109-7874.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 11 day of August, 2020.


Kimberley Dillon, Esq., Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

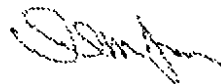
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the corporation is CLEAR SKIES FUND, INC.

The name of the initial registered agent of the corporation is David M. Jones. The street address of this registered agent is 4501 Tamiami Trail North, Suite 419, Naples, Florida 34103.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that 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.



David M. Jones

Date: August 13, 2020