

10/5/2020

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Division of Corporations

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Florida Department of State

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**FLORIDA PROFIT/NON PROFIT CORPORATION
G4S CARES FUND, INC.**

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ARTICLES OF INCORPORATION OF
G4S CARES FUND, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned do hereby associate ourselves together for the purpose of forming a non-profit, non-stock corporation under Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act and for that purpose do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: G4S Cares Fund, Inc.

ARTICLE II: PRINCIPAL OFFICE

The initial principal office and mailing address is: 1395 University Boulevard, Jupiter, FL 33458

ARTICLE III: PURPOSES AND POWERS

3.1 G4S Cares Fund, Inc. (hereafter the "Corporation") shall be a not for profit corporation formed exclusively for charitable and benevolent purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act, with specific reference to and in compliance with Section 617.0301 of the Florida Statutes, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations or the corresponding provision of any applicable future United States Internal Revenue Law or regulations (the "Code") and not for pecuniary profit or financial gain. More specifically, the purpose of the Corporation is to provide short-term, immediate financial relief to the current, future, and former employees of G4S Holding One, Inc. and its affiliates and subsidiaries (collectively, "G4S"), and the immediate family members of the current, future, and former employees of G4S, who have suffered significant hardship as a result of death, unforeseeable harm, or losses in emergency, disaster or other crisis situations, based upon an objective determination of need established by an independent selection committee; and to accept donations of money or other property from G4S, its current employees, and other persons for the above purposes or any other charitable and benevolent purposes allowed within the meaning of Section 501(c)(3) of the Code or any successor sections.

3.2 The Corporation shall have no capital stock and no power to issue certificates for shares of capital stock or to declare dividends. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, directors, 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 Article 3.1 hereof. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

3.3 In carrying out its corporate purposes, the corporation shall have all the powers allowed corporations under the Florida Not For Profit Corporation Act; provided, however, that the corporation shall not have or exercise any power prohibited by this Article III.

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3.4 Notwithstanding the foregoing, if at any time the Corporation shall be a private foundation, within the meaning of 509(a) of the Code:

(A) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Code.

(B) The Corporation shall not engage in any act of self dealing as defined in section 4941(d) of the Code.

(C) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(D) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(E) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE IV: MEMBERS; BOARD OF DIRECTORS

4.1 The Corporation shall have no members/shareholders.

4.2 The number of Directors of the Corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

4.3 The affairs of the Corporation shall be conducted by its directors; however, the directors may elect officers and appoint subcommittees pursuant to the Bylaws to conduct day-to-day business in accordance with its Bylaws.

4.4 The directors may make and adopt Bylaws not inconsistent with the provisions of these Articles of Incorporation and the laws of the State of Florida.

4.5 The manner in which the initial officers are to be elected shall be the manner set forth in the Bylaws.

ARTICLE V: DIRECTOR INDEMNIFICATION AND LIMITATION OF LIABILITY

5.1 Pursuant to Section 617.0834 of the Florida Statutes, no director or officer (whereby "director" and "officer" shall, for the purposes of this Paragraph 5.1, have the same definition prescribed to such terms in Florida Statute Section 617.0834, Paragraphs (b) and (c)) of the Corporation shall be personally liable as such on its obligations or to the Corporation for monetary damages for breach of his or her duties as a director or officer except for liability as a result of the director or officer breaching or failing to perform his or her duties as an officer or director and such breach of, or failure to perform, his or her duties constitutes: (a) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; however, a judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful; (b) any

transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation; (c) any transaction from which the director derives an improper personal benefit; or (d) recklessness (as defined by Florida Statute Section 617.0834) or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. If the Florida Statutes are subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Florida Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

5.2 Pursuant to Sections 617.0831 and 607.0851 of the Florida Statutes, each person who is or was a director or officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, director, trustee, officer, or employee of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, to the extent he or she is permitted and included in such class of persons by Section 607.0850 of the Florida Statutes, shall be indemnified by the Corporation to the full amount against any liability and the reasonable cost or expense (including attorney fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, director, trustee, officer, or employee or arising out of such person's status as a member, director, trustee, officer, or employee; provided, however, that such person acted in good faith; acted in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; and had no reasonable cause to believe his or her conduct was unlawful in the case of any criminal proceeding. In addition to the foregoing, such person shall be similarly indemnified by the Corporation if he or she, pursuant to Section 607.0852 of the Florida Statutes, is wholly successful, on the merits or otherwise, in the defense of any proceeding to which such person was a party because he or she was a serving at the request of the Corporation. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this article shall not affect any rights or obligations then existing. If any indemnification payment required by this article is not paid by the Corporation within 90 days after a written claim has been received by the Corporation, the member, director, trustee, officer, or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Florida Not For Profit Corporation Act, under Florida Statutes Sections 607.0850—607.0859, or under this article, but it shall not be obligated to do so. The indemnification provided by this article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any bylaw, agreement, statute, vote of board of directors, or otherwise. If this article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each such person to the full extent permitted by any applicable portion of this article that shall not have been invalidated or by any other applicable law.

ARTICLE VI: DURATION; TERMINATION

The duration of the corporation shall be perpetual. No person shall possess any property right in or to the property or assets of the Corporation. Upon dissolution, the Directors (after paying or making provision

for the payment of all liabilities of the Corporation) shall distribute all remaining assets of the Corporation to one or more qualifying charities upon the affirmative vote of the majority of the Directors. Any funds so given must be used for a public purpose within the meaning of Section 501(c)(3) of the Code. Such assets shall go to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII: BY-LAWS

At the first meeting of the Directors of this corporation, there shall be adopted corporate By-Laws, which shall prescribe the manner in which, and the officers and agents by whom, the purposes of the corporation shall be carried out, and the manner in which the By-Laws shall be adopted by the vote of a majority of all the members of the corporation.

ARTICLE VIII: AMENDMENT

These Articles may be amended only upon the affirmative approval of a majority of the Directors of the Corporation.

ARTICLE IX: REGISTERED AGENT

The name and Florida address of the Registered Agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

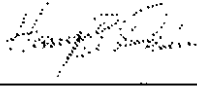
ARTICLE X: INCORPORATORS

The name and address of the Incorporators are:

Geoff Gerks, address: 1395 University Boulevard, Jupiter, FL 33458;
Michael Hogsten, address: 1395 University Boulevard, Jupiter, FL 33458; and
Keath Patterson, address: 1395 University Boulevard, Jupiter, FL 33458.

NOW HERETOFORE Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in these Articles, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity on behalf of the Corporation.

CORPORATION SERVICE COMPANY

By: 
Name: Harry B Davis, Asst VP
Title: _____
Date: 10/2/2020

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IN WITNESS WHEREOF, the undersigned incorporators of the above-named Corporation, have hereunto set their hands this 2nd day of October, 2020.

DocuSigned by:

Gott Gerks

E4D38FE1DCD14F4 ..

Gott Gerks, Incorporator

DocuSigned by:

Michael Hogsten

67B2698D347914D5 ..

Michael Hogsten, Incorporator

DocuSigned by:

John Keith Patterson

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Keith Patterson, Incorporator

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