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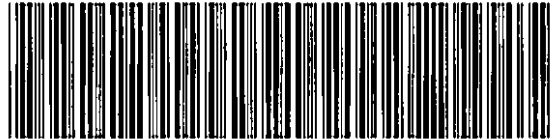
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COVER LETTER

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

SUBJECT: Michael & Robin Lally Foundation Corp.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael & Robin Lally Foundation Corp.

Name (Printed or typed)

1180 Ponce De Leon Blvd, STE 301

Address

Clearwater, FL 33756

City, State & Zip

513-324-5230

Daytime Telephone number

robin@helpusgather.org

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

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

MICHAEL & ROBIN LALLY FOUNDATION CORP.

ARTICLES OF INCORPORATION – NON-PROFIT

ARTICLE I

NAME

1.01 Name

The legal name of this corporation shall be **Michael & Robin Lally Foundation Corp.**

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Michael & Robin Lally Foundation Corp. is a non-profit corporation organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.

Michael & Robin Lally Foundation Corp. is a private foundation with philanthropic interests that include, but are not limited to, improving health and welfare for humans and animals; supporting homeless and elderly; providing education to unserved and underserved communities; providing scholarships; encouraging support and fostering entrepreneurship in underserved populations or demographic locations; providing support during times of disaster caused by man or nature; serving individuals with disabilities; striving toward inclusion and equality of all humans;

improving the lives of animals; preserving nature and healthy climate and environments; and providing grants to other organizations that have missions that are aligned with our interests.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

ARTICLE IV

NON-PROFIT NATURE / BENEFITS

4.01 Non-profit Nature

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

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Michael & Robin Lally Foundation Corp. 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.

4.03 Dissolution

Upon the dissolution of the corporation, 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

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

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation 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 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 federal tax code.

4.06 Private Foundation Provisions

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Michael & Robin Lally Foundation Corp. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Michael Lally, Co-President

Robin Lally, Co-President and Treasurer

Doris Lally, Secretary

5.03. Selection of Board Members

Initial board members were selected by the incorporator.

Michael & Robin Lally Foundation Corp. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors including approval of at least one Co-President.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Michael & Robin Lally Foundation Corp. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors, including approval of at least one Co-President.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is: 1180 Ponce De Leon Blvd, STE 301, Clearwater, FL 33756

The mailing address of the corporation is: 1180 Ponce De Leon Blvd, STE 301, Clearwater, FL 33756

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Robin Lally
1180 Ponce De Leon Blvd, STE 301
Clearwater, FL 33756

ARTICLE X

INCORPORATOR

The incorporator of the corporation is: Michael Lally, 1720 Gulf Blvd, Bellaire Shore, FL 33786

The rest of this page is left intentionally blank.

Acknowledgement

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

Robin Lally
Robin Lally, Registered Agent

1/16/2021
Date

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

Michael Lally
Michael Lally, Incorporator

16 JAN 2021
Date

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