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Legacy Foundation at Gulf Harbour, Inc.

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ARTICLES OF INCORPORATION OF LEGACY FOUNDATION AT GULF HARBOUR, INC.

ARTICLE I NAME AND ADDRESS

The name of the corporation is LEGACY FOUNDATION AT GULF HARBOUR, INC. ("Company"). The mailing address of the Company as well as the initial principal office of the Company is 14220 Royal Harbour Court, Unit #909, Fort Myers, Florida 33908.

ARTICLE II NATURE OF BUSINESS, PURPOSE FOR ORGANIZATION, AND POWERS

The purposes for which the Company is formed are exclusively religious, charitable, scientific, literary, and/or educational, as well as for the prevention of cruelty to children and animals, including, without limitation, providing programs and support to at risk youth through education, rehabilitation, physical, and financial support and scholarships. These purposes shall be interpreted in a manner that is consistent with the meaning of exempt organizations listed under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), any rulings or regulations thereunder, and the corresponding provisions or any future internal revenue law of the United States of America ("Revenue Laws"). It is hereby acknowledged that the Company is subordinate to and subject to the authority of the Southwest Florida Community Foundation, Inc. ("Community Foundation"), which is a not for profit public charity. The Company shall serve as an advisory committee to the Community Foundation. Further, the Company shall accept donations that are paid and utilized at the direction of the Company on behalf of the Community Foundation.

In carrying out such purposes, the Company shall have all of the powers and authorities granted or implied by statute and by common law to a corporation not for profit under the laws of Florida and the laws of the United States. The Company shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Company is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. The Company's powers and authorities include, without limitation, the power and the authority to: (i) accept gifts, devises, and other contributions for charitable purposes; (ii) to hold and administer the funds and properties received; and (iii) to expend, contribute, and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, that said powers and authorities shall be exercised only in furtherance of charitable purposes. Any fund which is part of the assets of the Company may be created by its donors for specified charitable purposes or for the benefit of a specified organization. However, the Company may only accept funds where the Company has the power and duty to modify such restriction or condition if the distribution of funds for the specified charitable purposes or to the specified organization becomes, in the sole judgment of the Board of Trustees, unnecessary, incapable of fulfillment, or inconsistent with charitable needs.

All of the assets and earnings of the Company shall be used exclusively for the exempt purposes described herein. The Company shall have no capital stock and pay no dividends. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to members, trustees, officers, or other private persons, except that the Company is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

No substantial part of the Company's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue laws); and the Company shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Company shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding section of any future Revenue Laws or (ii) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future Revenue Laws.

ARTICLE III APPOINTMENT OF TRUSTEES AND INITIAL TRUSTEES

The property, business, and affairs of the Company shall be managed by a Board of Trustees (the "Board") consisting initially of four (4) initial Trustees, which will be enlarged to nine (9) Trustees at the organizational meeting of the Board.

The four (4) initial Trustees and their mailing addresses are as follows:

Craig Anderson, 14220 Royal Harbour Court, Unit #909, Fort Myers, Florida 33908
William Crouch, 11466 Osprey Landing Way, Fort Myers, Florida 33908
John Ingraham, 6758 Griffin Boulevard, Fort Myers, Florida 33908
Susan Knust, 11300 Longwater Chase, Fort Myers, Florida 33908

The four (4) initial Trustees shall have a one (1) year terms concluding at the first annual meeting of the Company after the organizational meeting of the Board. Thereafter, the four (4) initial Trustees shall be replaced by Trustees or reappointed for terms of (2) years. The five (5) Trustees who are appointed at the organizational meeting shall have two (2) year terms. It is the intention of these Articles of Incorporation to create a system of staggered terms for Trustees so that at the Company's annual meeting either four (4) or five (4) seats on the Board of Trustees shall be up for appointment.

At the expiration of a Trustee's term, a replacement Trustee shall be appointed, or reappointed, by a majority vote of the remaining Trustees at the Company's annual meeting as further specified in the Bylaws of the Company. Any vacancy occurring on the Board of Trustees prior to the expiration of the existing Trustee's term at an annual meeting of the Company shall be filled by the affirmative vote of a majority of the remaining Trustees, even if they constitute less than a quorum, or by the sole remaining Trustee.

ARTICLE IV INITIAL REGISTERED AGENT

The initial registered agent of the Company shall be PLF Registered Agent, L.L.C., a Florida limited liability company ("PLF"), which has a street and mailing address of 1833 Hendry Street, Fort Myers, Florida 33901. Having been named to accept service of process for the Company, PLF hereby agrees to act in this capacity and PLF further agrees to comply with the provisions of all statutes relative to the proper and complete performance of PLF's duties.

PLF Registered Agent, L.L.C.,
a Florida limited liability company
By: Pavese Law Firm, its Authorized Member

Accepted By: 

Christopher J. Shields, Esq., Partner

**ARTICLE V
NAME AND ADDRESS OF INCORPORATOR**

The name of the incorporator of the Company is PLF Registered Agent, L.L.C., a Florida limited liability company, and the incorporator's address is 1833 Hendry Street, Fort Myers, Florida 33901.

**ARTICLE VI
OFFICERS OF THE COMPANY**

The officers of the Company shall be a president, a secretary, and a treasurer, each of which must be Trustees. All officers of the Company shall be appointed by a majority vote of the Board, and all officers serve at the pleasure of the Board. The initial officers of the Company shall be appointed at the organizational meeting of the Board.

**ARTICLE VII
MEMBERS**

The Company shall have no Members.

**ARTICLE VIII
TERM OF EXISTENCE**

The Company's existence shall commence on the date of filing of these Articles of Incorporation, and the Company shall have perpetual existence thereafter.

**ARTICLE IX
DISSOLUTION**

Upon dissolution of the Company, all of the Company's assets remaining after payment of or provisions for all liabilities, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Company or distributed to the federal government or to an organization described in and qualified under Code Section 501(c)(3), or the correspondence provisions of any future Revenue Law, as shall be selected by the last Board of Trustees of the Company. In no event will any of the assets of the Company be distributed to any Trustee or officer. 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 Company 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.


**ARTICLE X
AMENDMENT**

Amendments of these Articles of Incorporation must be approved by the affirmative vote of at least a majority of the Board of Trustees gathered at a duly called Board meeting at which a quorum of the Board has been obtained.

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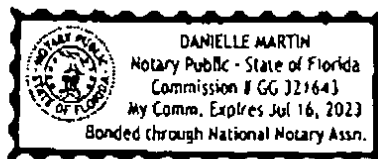
IN WITNESS WHEREOF, I Christopher J. Shields, Esq., Partner of Pavese Law Firm, Authorized Member of PLF Registered Agent, L.L.C., a Florida limited liability company, being the incorporator of the Company for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set our hands and seals this 11th day of March, 2021.

PLF Registered Agent, L.L.C.,
a Florida limited liability company
By: Pavese Law Firm, its Authorized Member

By: 
Christopher J. Shields, Esq., Partner

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 11th day of March, 2021, by Christopher J. Shields, Partner of Pavese Law Firm, Authorized Member of PLF Registered Agent, L.L.C., a Florida limited liability company, on behalf of the company, who is personally known to me and did not take an oath.




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