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SECRETARY OF STATE
TALLAHASSEE, FL 32399

SB
7/13/21

Herbert Elliott
Attorney at Law

Tarpon Tower Suite #225
905 East M.L. King Drive
Tarpon Springs, FL 34689
(727) 935-5853

36750 U.S. Highway 19
Palm Harbor, FL 34684
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June 29, 2021

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

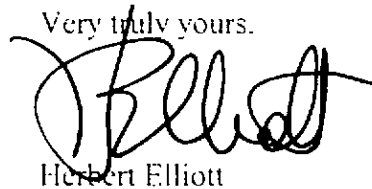
Re: ALL FIRST RESPONDERS MATTER FOUNDATION CORPORATION

Enclosed please find an original and one copy of the Articles of Incorporation for ALL FIRST RESPONDERS MATTER FOUNDATION CORPORATION, a corporation not-for-profit, together with my check in the amount of \$70.00 to cover the filing fee.

Kindly file the original and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Very truly yours.



Herbert Elliott

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TALLAHASSEE, FL 32314

ALL FIRST RESPONDERS MATTER FOUNDATION CORPORATION

A Florida Corporation Not For Profit

ARTICLES OF INCORPORATION

ARTICLE I

NAME

- 1.01 Name

The name of the Corporation shall be ALL FIRST RESPONDERS MATTER FOUNDATION CORPORATION.

ARTICLE II

DURATION

- 2.01 Duration

The period of duration of the Corporation is perpetual. The Corporation's existence shall begin on the date and time that the Florida Secretary of State files these Articles.

ARTICLE III

PURPOSE

- 3.01 Purpose

The Corporation shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The goal of The Corporation is to support first responders, the chaplaincy and peer support through education, conversation and awareness, to have a positive impact for first responders' wellness and fitness, to encourage and inspire them during their career and beyond.

- 3.02 Non-Profit

The Corporation shall operate as a Corporation not-for-profit, under Ch. 617, Florida Statutes

ARTICLE IV

NON-PROFIT NATURE

- 4.01 Non-profit Nature

The Corporation is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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The Corporation 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 educational and charitable 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 the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of its debts or obligations.

- 4.03 Dissolution

Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Corporation shall be selected by the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

- 4.04 Prohibited Distributions

No part of the net earnings or properties of the 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.

- 4.05 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.

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- 4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (I) 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 (II) 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.

ARTICLE V

BOARD OF DIRECTORS

- 5.01 Governance

The Corporation shall be governed by its Board of Directors.

- 5.02 Initial Directors

The initial Directors of the Corporation shall be: Smith, Milton B.; Angle, James; Cerce, Brigett; and Singletary, Joy.

ARTICLE VI

MEMBERSHIP

- 6.01 Membership

The initial Members of the Corporation shall be Milton Smith, James Angle, Brigett Cerce, and Joy Singletary. Additional members may be added, transferred, and terminated, and their rights determined, as shall be stated in the Bylaws. 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.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

- 8.01 Corporate Address

The initial street address of the Corporation's initial registered office is:

All First Responders Matter Foundation Corp.
1350 County Road 1 #518
Dunedin, Florida 34698

The initial mailing address of The Corporation is:

All First Responders Matter Foundation Corp.
1350 County Road 1 #518
Dunedin, Florida 34698

email: Milton@allfirstrespondersmatter.org

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TALLAHASSEE, FLORIDA

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

- 9.01 Registered Agent

The initial registered agent of The Corporation shall be:

Milton Smith
1350 County Road 1 #518
Dunedin, Florida 34698

ARTICLE X

INCORPORATOR

- 10.01 The incorporator of the Corporation is:

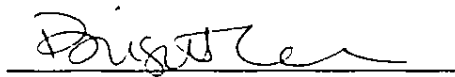
Milton Smith
1350 County Road 1 #518
Dunedin, Florida 34698

CERTIFICATE OF ADOPTION OF Articles of Incorporation

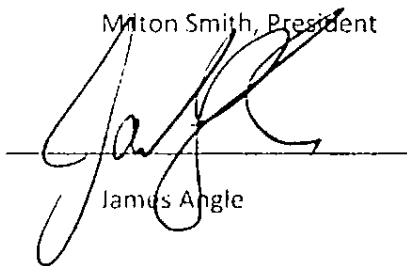
We, the undersigned, do hereby certify that the above stated Articles of Incorporation of THE CORPORATION were approved by the board of directors on May 12, 2021 and constitute a complete copy of Articles of Incorporation of ALL FIRST RESPONDERS MATTER FOUNDATION CORPORATION.



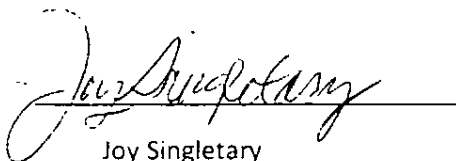
Milton Smith, President



Brigett Cerce



James Angle



Joy Singletary

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TALLAHASSEE, FL 32399

Acknowledgment of Consent to APPOINTMENT as REGISTERED AGENT

I, Milton Smith, agree to be the initial registered agent for the Corporation as appointed herein. I confirm that I am familiar with and accept the obligations stated in Sec. 617.0501, F.S.

Milton Smith

Milton Smith, President and Registered Agent

Date: May 17, 2021

Email: Milton@allfirstrespondersmatter.org

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SECRETARY
TALLAHASSEE FL 32311