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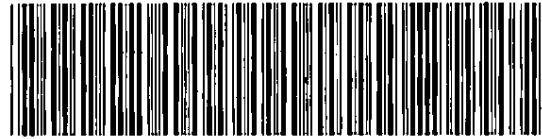
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COVER LETTER

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

SUBJECT: 121 Cares Foundation, Inc.

(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: Jack E. Kiker, III

Name (Printed or typed)

2010 Delta Blvd

Address

Tallahassee, Florida 32303

City, State & Zip

850-386-3300

Daytime Telephone number

Jake.Kiker@williamsgautier.com

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

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

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**ARTICLES OF INCORPORATION
OF
121 CARES FOUNDATION, INC.**

The undersigned, desiring to form a not-for-profit corporation pursuant to Chapter 617 Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME:

The name of this corporation shall be "121 Cares Foundation, Inc." (the "Corporation"). The Corporation may also operate under such other and further fictitious names as the Board of Directors shall establish and direct.

ARTICLE II - PURPOSES:

The general nature of the objectives and purposes of this Corporation are to be organized and operated exclusively as a not-for-profit corporation, for educational and charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). More specifically, this Corporation is organized to promote and provide assistance that contributes toward the development, education and well-being of the communities, areas and members (both individual and business) served by 121 Financial Credit Union.

ARTICLE III - POWERS:

The Corporation shall have the general power to do all lawful acts, as conferred upon corporation's not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution and advancement of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

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Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

- A) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- B) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributed to, directly or indirectly, its members, directors, officers, or other private persons; provided however, 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 II of these Articles of Incorporation; and
- C) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV - BOARD OF DIRECTORS:

- A) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, a board of directors that shall be referred to as the "Board of Directors," except as otherwise provided by law, in these Articles of Incorporation, or the Bylaws of the Corporation. The directors shall be referred to as "Directors."
- B) The Corporation shall have no fewer than three (3), but no more than ten (10) Directors initially, in accordance with Section 617.0803(1), Florida Statutes. The

number of Directors may be increased or decreased from time to time according to the Bylaws of the Corporation, but shall never be less than three (3).

- C) Initially, the Directors shall be appointed by the 121 Financial Credit Union executive leadership team. Thereafter, Board of Directors members shall be elected pursuant to the provisions of the approved Bylaws of the Corporation.
- D) The Board of Directors shall be overseen by an Executive Committee comprised initially of three (3) Directors/Officers, and that initially the Executive Committee shall consist of the initial Board of Directors until such time as they may make further additions thereto. It is contemplated that the Board of Directors may be expanded in the future, and in the event of such future expansion, the members of the Executive Committee may be, but need not be, Officers as described below.
- E) At the third (3rd) annual meeting of the Corporation, Directors shall be appointed for a term of either one (1) year, two (2) years, or three (3) years; and at each annual meeting thereafter, subsequent Directors shall be elected for a term of three (3) years or otherwise in accordance with the approved Bylaws of the Corporation. Members of the Executive Committee are exempt from these term limits.

ARTICLE V - OFFICERS:

The Corporation shall, at all times, maintain a minimum of three (3) Officers, which shall include a President/Chairman, Vice President/Treasurer, and Secretary, pursuant to Chapter 617, Florida Statutes. The Corporation reserves the right to increase the number of Officers from time to time, but at no time will there be less than three (3) Officers (it being understood and agreed that an individual Director may hold more than one (1) office). The Officers shall be elected by

a majority vote of the Board of Directors at its first organizational meeting and thereafter at the annual meeting of the Corporation pursuant to the approved Bylaws.

The initial officers of the Corporation shall be:

David Marovich	-- President/Chairman
Cyndi Koan	-- Vice President/Treasurer
Ken Babby	-- Secretary

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ARTICLE VI – MEMBERSHIP

Subject to further requirements/restrictions as provided by the Board of Directors, membership in the Corporation may generally be open to any individuals, businesses and/or associations that support the purpose statements in Article II above. Notwithstanding the foregoing, membership criterion and the acceptance thereof by the Corporation shall be subject to and in compliance with all applicable laws and regulations including, but not limited to, those as may be further proscribed by the National Credit Union Association (NCUA).

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this Corporation is 701 Riverside Park Place, Jacksonville, Florida 32204, and the name of the initial registered agent of this Corporation at that address is **Nichole LeBlanc**.

ARTICLE VIII - PRINCIPAL OFFICE/MAILING:

The initial principal place of business of this Corporation shall be 701 Riverside Park Place, Jacksonville, Florida 32204. The initial mailing address of the Corporation shall be P.O. Box 40461, Jacksonville, Florida 32203.

ARTICLE IX - INCORPORATOR:

The name and address of the duly authorized subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
David Marovich	701 Riverside Park Place Jacksonville, Florida 32204

ARTICLE X - TERM OF EXISTENCE:

This Corporation shall exist perpetually.

ARTICLE XI - BYLAWS:

- A) The Board of Directors, by a majority vote, shall provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as it may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements of meetings and activities of the members and Board of Directors; provided, however, that such Bylaws shall not conflict with these Articles of Incorporation.
- B) Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members and the Board of Directors who are present at any regular or special meeting for such purpose.

ARTICLE XII - AMENDMENTS:

These Articles of Incorporation may be amended, altered, changed or repealed solely by the Board of Directors, as approved in accordance with the Bylaws.

ARTICLE XIII - CORPORATE LIQUIDATION AND DISSOLUTION:

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and, upon dissolution of this Corporation, all of its assets

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remaining after payment of all costs and expenses of such dissolution shall be distributed to the supported organization. or if the supported organization ceases to exist or it is not an organization qualified for exemption under Section 501(c)(3) of the Code at the time of such distribution, then the distribution shall be made as determined by the Board of Directors in the manner to best accomplish the charitable and educational purposes of the supported organization, provided that such distribution shall be made:

- A) To one or more organizations which have qualified for exemption under Section 501(c)(3) of the Code where the purposes are similar to the charitable and/or educational purposes of the supported organization;
- B) To a federal government or a state or local government, for public purposes similar to the charitable and educational purposes of the supported organization consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or
- C) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable and educational purposes of the supported organization.

ARTICLE XIV – INDEMNIFICATION:

The Corporation shall indemnify officers, trustees, employees, attorneys and agents to the full extent permitted by Chapter 617, Florida Statutes, entitled the "Florida Not-for-Profit Corporation Act," provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

The undersigned has executed these Articles of Incorporation this 12th day of July.

2021.



David Marovich, Incorporator

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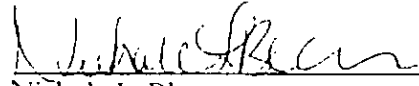
CLERK OF SUPERIOR COURT
COUNTY OF ALBERTA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Florida Statutes, the Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: 121 CARES FOUNDATION, INC.
2. The name and address of the registered agent and office is: Nichole LeBlanc, at 701 Riverside Park Place, Jacksonville, Florida 32204.

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 THIS 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.


Nichole LeBlanc
Date: July 12, 2021

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