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To:

Division of Corporations
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Account Name : WHITEHEAD LAW OFFICES, P.A.
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Phone : (561)833-5553
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FLORIDA PROFIT/NON PROFIT CORPORATION

Roy Talmo Foundation, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ROY TALMO FOUNDATION, INC.
A Florida Corporation Not for Profit**

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

ARTICLE I

NAME

The name of this corporation shall be ROY TALMO FOUNDATION, INC.

ARTICLE II

PURPOSES

The corporation is organized as a not-for-profit corporation, and shall be operated exclusively for charitable, educational and scientific purposes as described in Florida Statutes Section 617.0301, and as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The principal purpose for which the corporation is formed is to receive and administer funds for the purpose of making restricted gifts to other organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code, or to a State, or any political subdivision of a State made for exclusively public purposes, that create a legacy for Roy Talmo, whether through funding of capital projects or scholarship programs, or any other charitable, educational or scientific purposes, or for exclusively public purposes, as described above. The corporation may make distributions to other organizations that qualify as tax-exempt

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organizations under Section 501(c)(3) of the Code, and may make distributions to a State, or political subdivision of a State, if made for exclusively public purposes.

ARTICLE III

POWERS

Section 3.01. The corporation has all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purposes, including but not limited to, the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Section 3.02. Final control and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors.

ARTICLE IV

LIMITATIONS

Section 4.01. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

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Section 4.02. No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the Code with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Sections 501(h)(2)(B) and (D) of the Code.

Section 4.03. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or

(b) by a corporation, contributions to which are deductible under Section 170 of the Code; or

(c) by a corporation formed pursuant to Chapter 617, Florida Statutes.

Section 4.04. Upon the dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or a State, or political subdivision thereof, if made exclusively for public purposes, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for

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such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

Section 4.05. In the event that the corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

MEMBERS

The Founding Member of the corporation is set forth below. New members shall be approved and admitted to the corporation as provided in the Bylaws. The Founding Member is Bill Bone. The voting rights and voting power of the Members are set forth in the Bylaws.

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ARTICLE VII**BOARD OF DIRECTORS**

The number of Directors of the corporation shall not be less than three (3) nor more than nine (9). The names and addresses of the persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the Bylaws are:

BILL BONE
550 South Quadrille Blvd. Suite 200
West Palm Beach, FL 33401

PETER CRUISE, PHD.
550 Okeechobee Blvd, Suite 600
West Palm Beach, FL 33401

MONTE LAMBERT
500 Churchill Road
West Palm Beach, FL 33405

ARTICLE VIII**OFFICERS AND TIMES OF THEIR ELECTION**

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, a Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. Each such Officer shall hold office until the next annual election or until his or her successor is chosen and qualified.

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ARTICLE IX**NAME AND ADDRESS OF THE INCORPORATOR**

The name and address of the Incorporator is:

PATRICK M. WHITEHEAD
215 S. Olive Avenue, Suite 400
West Palm Beach, FL 33401

ARTICLE X**INITIAL REGISTERED OFFICE AND AGENT,
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial registered office of this corporation shall be located at 215 S. Olive Avenue, Suite 400, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this corporation at said address shall be WHITEHEAD SERVICES, LLC. The principal office and mailing address of the corporation shall be 550 South Quadrille Blvd. Suite 200, West Palm Beach, Florida 33401.

ARTICLE XI**BYLAWS**

The first Bylaws shall be made by the Directors. All alterations or revisions of the Bylaws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the Bylaws; provided, however, any such alteration or revision that affects the number, voting rights, voting power, class, or manner in which Members are admitted or terminated shall also require a majority vote of the Members.

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ARTICLE XII**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose; provided, however, any such amendment that affects Member number, voting rights, voting power, class or manner in which Members are admitted or terminated shall also require a majority vote of the Members. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of August 2021.


PATRICK M. WHITEHEAD, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That ROY TALMO FOUNDATION, INC., desiring to organize under the laws of
the State of Florida as a corporation not for profit, with its Registered Office as indicated
in the Articles of Incorporation at 215 S. Olive Avenue, Suite 400, West Palm Beach,
Florida 33401, has named WHITEHEAD SERVICES, LL as its Registered Agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

WHITEHEAD SERVICES, LLC

By: WHITEHEAD LAW OFFICES, PA, Manager

By:  PATRICK M. WHITEHEAD
Its: President

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