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FLORIDA PROFIT/NON PROFIT CORPORATION**Damon Mitchell Memorial Foundation, Inc.**

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DAMON MITCHELL MEMORIAL FOUNDATION, INC.**ARTICLES OF INCORPORATION****ARTICLE I
NAME**

The name of the corporation is the Damon Mitchell Memorial Foundation, Inc. (the "Foundation").

**ARTICLE II
AUTHORITY**

The Foundation is organized, pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as a not for profit corporation.

**ARTICLE III
PRINCIPAL OFFICE**

The initial principal office and the mailing address of the Foundation is 6610 Matchett Road, Orlando, Florida 32809. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE IV
PURPOSE**

The Foundation is organized and shall be operated exclusively for charitable, literary, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Without limiting or expanding the foregoing, the purpose of the Foundation is to award college scholarships to financially needy and underprivileged students; provided, however, that such purposes shall not limit the ability of the Foundation to carry out any other charitable, scientific,

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2021 SEP 23 PM 12:51
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JANUARY 2022

literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V RIGHTS AND RESTRICTIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation 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 IV hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed at the discretion of the Board of Directors to one or more organizations that are organized and operated exclusively for charitable, literary, scientific, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE VII MEMBERS

The Foundation shall have no Members.

ARTICLE VIII DIRECTORS

The number of directors of the Foundation shall be no less than three (3) and no more than nine (9). The initial directors shall be as follows:

<u>Name</u>	<u>Address</u>
Ann Mitchell	6610 Matchett Road, Orlando, Florida 32809
Ryan Paterson	6610 Matchett Road, Orlando, Florida 32809
Chuck Pembroke	6610 Matchett Road, Orlando, Florida 32809
Jennifer Albers	6610 Matchett Road, Orlando, Florida 32809
Melissa Vought	6610 Matchett Road, Orlando, Florida 32809

At the first annual meeting of the Board of Directors, the number of directors shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of directors shall be elected by the Board of Directors for a term of three years to succeed those whose terms expire. Directors may serve unlimited successive terms. No individual shall be named or elected as a director without his or her prior consent.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Foundation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the Foundation at that address is CT Corporation System, which is a foreign corporation authorized to transact business in the State of Florida. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

2021 SEP 23 PM 12:51

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ARTICLE X LIMIT ON LIABILITY AND INDEMNIFICATION

10.1 Limit on Liability. No director, officer, agent or representative of the Foundation shall be liable to the Foundation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended.

10.2 Indemnification of Directors and Officers and Others. The Foundation shall indemnify its directors and officers to the fullest extent permitted by applicable law. The Foundation may, to a lesser extent or to the same extent that it is required to provide indemnification for its directors and officers, provide indemnification for its employees and agents; the directors, officers, employees, and agents of its subsidiaries and predecessor entities; and any other person serving any other legal entity in any capacity at the request of the Foundation, and may contract in advance to do so. The Foundation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Foundation or any other legal entity at the request of the Foundation regardless of the Foundation's power to indemnify against such liability.

10.3 Amendments. The rights to indemnification conferred in this Article shall be deemed contract rights between the Foundation and each individual entitled to such rights and shall vest at such time as the act or omission giving rise to the rights under this Article occurs. Once vested, an individual's rights under this Article with respect to such act or omission shall not be adversely affected by any subsequent repeal, modification, or amendment of these Articles of Incorporation or of the Foundation's Bylaws.

ARTICLE XI INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XIII INCORPORATOR

The name of the incorporator of the Foundation is Bradley A. Riddlehoover, whose address is McGuireWoods LLP, Gateway Plaza, 800 East Canal Street, Richmond, Virginia 23219.

ARTICLE XIV EFFECTIVE DATE

The effective date of this filing is September 21, 2021

2021 SEP 23 PM 12:51

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SECRETARY

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.

Date: September 22, 2021

By: 

Bradley A. Ridlehoover, Incorporator

2021 SEP 23 PM 12:51
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT OF
DAMON MITCHELL MEMORIAL FOUNDATION, INC.**

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

Date: 9/22/2021

By: Meredith Hellwig Meredith Hellwig, Assistant Secretary
CT Corporation System
Registered Agent

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