

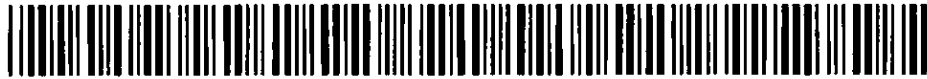
10/8/2021

Division of Corporations

Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
COMMUNITY PREGNANCY CLINICS FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
COMMUNITY PREGNANCY CLINICS FOUNDATION, INC.**

In Compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I

Name

The name of the Corporation shall be COMMUNITY PREGNANCY CLINICS FOUNDATION, INC. (the "Corporation").

ARTICLE II

Principal Office

The principal place of business and mailing address of the Corporation shall be 940 5th Avenue North, Naples, Florida 34102.

ARTICLE III

Purposes

The Corporation is incorporated under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, and the purposes for which the Corporation is organized and shall be operated are exclusively charitable, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). In furtherance of these purposes but not in limitation thereof, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. However, in all events, the Corporation shall operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provision set forth herein:

(a) The Corporation shall at all times be operated in connection with and to carry out the purposes of Community Pregnancy Clinics, Inc., a Florida not for profit corporation ("CPCI"), for so long as CPCI is the sole member of the Corporation so as to qualify the Corporation as a Section 509(a)(3) supporting organization under the Code with respect to CPCI, for so long as it qualifies as a Section 509(a)(1) or (2) public charity. In addition to supporting CPCI, the Corporation may also support other organizations in which CPCI is the sole member. Under no circumstances can the Corporation operate to support or benefit any organization other than CPCI or an organization in which CPCI is the sole member.

(b) 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 herein.

(d) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws or (ii) by a corporation, contributions to which are deductible for federal income tax purposes.

(e) The Corporation shall not merge or consolidate with any corporation unless the successor corporation is an exempt organization under Section 501(c)(3) of the Code.

ARTICLE IV

Operation and Manner of Election

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE V

Initial Registered Agent and Street Address

The name and Florida street address of the Corporation's registered agent shall be David G. Joyce, 940 5th Avenue, Naples, Florida 34102.

ARTICLE VI

Corporate Duration

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VII

Members

The sole member of the Corporation shall be CPCI.

ARTICLE VIII

Term

The term for which the Corporation is to exist is perpetual.

ARTICLE IX

Pecuniary Gain or Profit

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

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ARTICLE X
Private Foundation Status

A. If the Corporation is ever classified as a private foundation under the Code, the following provisions shall be applicable:

1. The Corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XI
Initial Directors and Officers

The names and addresses of the persons to serve as the initial Officers and Directors of the Corporation are as follows:

Gary C. Ingold 940 5 th Avenue Naples, Florida 34102	Director and Chief Executive Officer
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Jeff Kaczka 940 5 th Avenue Naples, Florida 34102	Director and Treasurer
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David G. Joyce 940 5 th Avenue Naples, Florida 34102	Director and Secretary
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ARTICLE XII
Indemnification

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831. It is intended that the Corporation be an organization the officers and directors of which

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are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.

ARTICLE XIII
Dissolution

In the event the Corporation is dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the Corporation's property and assets to CPCI, provided it is then in existence and is a Section 501(c)(3), public charitable organization under Sections 509(a)(1) or (2) of the Code. If CPCI fails to meet such qualifications, distribution shall be to such other (one or more) exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in which CPCI is the sole member and which, in the sole judgment of the Corporation's Board, have purposes most clearly allied to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII
Amendment

These Articles of Incorporation shall only be amended, altered and repealed, and new Articles may be adopted, by the Member.

ARTICLE XV
Incorporator

The name and address of the Incorporator is Michael Dana, Dentons Cohen & Grigsby, P.C., Mercato – Suite 6200, 9100 Strada Place, Naples, Florida 34108.

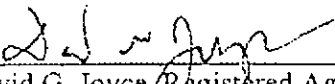
These Articles of Incorporation are hereby executed by the Incorporator on this 24th day September, 2021.

Michael Dana
Signature

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**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, and is familiar with and accepts the obligations of such position.

By: 
David G. Joyce, Registered Agent

Date: September 24, 2021

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