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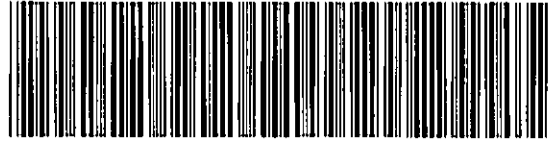
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TALLAHASSEE, FL

**Articles of Incorporation**  
**Of**  
**The Beshears Family Foundation, Inc.**  
A NONPROFIT CORPORATION

**ARTICLE I**  
**NAME**

The name of the corporation is **THE BESHEARS FAMILY FOUNDATION, INC.**, a Florida nonprofit corporation (the "Corporation").

**ARTICLE II**  
**REGISTERED OFFICE AND AGENT**

The street address and county of the initial registered office of the Corporation is 1 Independent Drive, Suite 3130, Jacksonville, Florida 32202, and the name of its initial registered agent at that office is Russell D. Henry.

**ARTICLE III**  
**INCORPORATOR**

The name and address of the incorporator is Russell D. Henry, 1 Independent Drive, Suite 3130, Jacksonville, Florida 32202.

**ARTICLE IV**  
**MEMBERS**

The Corporation will not have members.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The mailing address and principal office of the Corporation is 627 Old Lloyd Road, Monticello, Florida 32344.

**ARTICLE VI**  
**AUTHORITY**

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

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## **ARTICLE VII**

### **CORPORATE PURPOSE**

The purpose for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (1) The Corporation is organized to acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Code (the "Internal Revenue Code"), which purposes is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code.
- (2) The Corporation is not organized and shall not be operated for a pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any individual. The Corporation shall never be authorized to engage in a regular business of any kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes hereinafter stated for which the Corporation is organized.
- (3) The Corporation may engage in legislative activity germane to the common business interests of the Corporation, but no substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate 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.
- (4) The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Section VII.
- (5) In any and all of its activities, the Corporation shall not pursue a policy that discriminates in any way on the basis of race, religion, color, sex, or national origin.
- (6) All references in these Articles of Incorporation to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.
- (7) No part of the net earnings of the Corporation shall inure to the benefit of any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make payments and distributions in furtherance of the purposes set forth in this Section VII.

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**ARTICLE VIII**  
**LIMITATION ON PERSONAL LIABILITY**

Personal liability of all directors or officers of the Corporation to the Corporation for monetary damages for breach of duty of care or other duty as a director or officer is hereby eliminated to the extent allowed by Florida law. Fl. Stat. § 617.0604.

**ARTICLE IX**  
**DISTRIBUTION OF CORPORATE ASSETS UPON DISSOLUTION**

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization, or to one or more organizations, operating for the same purposes for which the Corporation is organized and operating, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code, as an organization described in Sections 501(c)(3) and 501(c)(6) of the Internal Revenue Code, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

**ARTICLE X**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number and method of electing the Board of Directors shall be set forth in the bylaws of the Corporation.

**ARTICLE XI**  
**PRIVATE FOUNDATION PROVISIONS**

Notwithstanding any provision of these Articles of Incorporation or Florida law to the contrary, if at any time the Corporation is a "private corporation" within the meaning of Internal Revenue Code Section 509, it is prohibited from engaging in any act of self-dealing (as defined in Internal Revenue Code Section 4941(d)), from retaining any excess business holdings (as defined in Internal Revenue Code Section 4943(c)) which would subject the Corporation to tax under Internal Revenue Code Section 4943, from making or retaining any investments which would subject the Corporation to tax under Internal Revenue Code Section 4944, and from making any taxable expenditures (as defined in Internal Revenue Code Section 4945(d)). The

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Corporation shall make distributions of income and principal at such time and in such manner as not to subject the Corporation to tax under Internal Revenue Code Section 4942.


[SIGNATURE PAGE TO FOLLOW]

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SECRETARY OF STATE  
TALLAHASSEE, FL.

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation of The Beshears Family Foundation, Inc., on this the 27th day of Sept, 2021. 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 Fla. Stat. § 817.155.

  
\_\_\_\_\_  
RUSSELL D. HENRY, Incorporator

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.

  
\_\_\_\_\_  
RUSSELL D. HENRY, Registered Agent

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