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(Business Entity Name)

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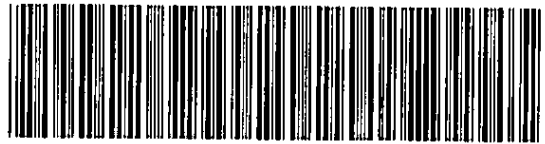
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SECRETARY OF STATE
TALLAHASSEE, FL

2022 JAN 27 PM 3:30

FILED

1/27/22

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COVER LETTER

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

SUBJECT: THE WEATHERLOW FOUNDATION, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Name (printed or typed)

Address

City, State & Zip

Daytime Telephone Number

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

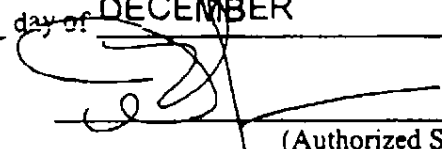
**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, DAVID WAGNER, PRESIDENT
(Name) (Title)
of THE WEATHERLOW FOUNDATION, INC. a foreign Corporation
(Corporation Name)
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was DECEMBER 20, 2010
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was ILLINOIS
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was THE WEATHERLOW FOUNDATION,
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is THE WEATHERLOW FOUNDATION, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was ILLINOIS
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am PRESIDENT, of THE WEATHERLOW FOUNDATION, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the day of DECEMBER, 2021


(Authorized Signature)

Filing Fee:

Certificate of Domestication
Articles of Incorporation and Certified Copy
Total to domesticate and file

\$50.00
~~\$78.75~~
\$128.75

STATE OF FLORIDA
TALLAHASSEE
FILED

2022 JAN 27 PM 3:30

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ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Directors are elected by the members

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2022 JAN 27 PM 3:30
SECRETARY'S OFFICE
TALLAHASSEE, FL

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

The name(s) and address(es) and specific title(s):

Title/Name

David L. Wagner, Director and President

731 Shady Lake Lane

Vero Beach, FL 32963

Title/Name

Bryn Wagner Hanson, Director

2430 Lincolnwood Drive

Evanston, IL 60201

Title/Name

Title/Name

Ellen S. Wagner, Director

731 Shady Lake Lane

Vero Beach, FL 32963

Title/Name

Matthew R. Wagner, Director

2 Angell Street, Apt #3

Providence, RI 02903

Title/Name

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

THE WEATHERLOW FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address shall be:

Principal Address

Mailing Address

c/o David L. Wagner

c/o David L. Wagner

731 Shady Lake Lane

731 Shady Lake Lane

Vero Beach, FL 32963

Vero Beach, FL 32963

ARTICLE III PURPOSE

The purpose for which the corporation is organized:

see attached

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SECRETARY OF STATE
TALLAHASSEE FL

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

David L. Wagner

731 Shady Lake Lane Vero Beach, FL 32963

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

James P. Redding, Esq.

Greenberg Traurig

333 S.E. 2nd Avenue | Miami, FL 33131

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

X
Signature/Registered Agent

12/27/21
Date

Signature/Incorporator

12/27/21
Date

**ATTACHMENT TO ARTICLES OF INCORPORATION
OF
THE WEATHERLOW FOUNDATION, INC.**

Article 4. The Weatherlow Foundation (the "Foundation") is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

In particular, the Foundation is organized to accept, hold, administer and disburse such funds as may from time to time be contributed to the Foundation for charitable purposes, including for such purposes the making of distributions to organizations described in section 501(c)(3) and the conduct of other charitable activities as determined by the Foundation's Board of Directors.

Article 5. The Foundation shall have one class of members. The initial members of the Foundation shall be David L. Wagner and Ellen S. Wagner, of Evanston, Illinois. The rights and qualifications of members and any other conditions of membership shall be stated in the By-Laws of the Foundation.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, 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 herein.

The Foundation itself shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any provision of these Articles of Incorporation or the Foundation's By-Laws to the contrary, the Foundation: (a) shall not (1) carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3), or (ii) by a corporation, contributions to which are deductible under section 170(c)(2), (2) engage in any act of self-dealing (as defined in section 4941(d)), (3) retain any excess business holdings (as defined in section 4943(c)), (4) make any investments in such manner as to subject the Foundation to tax under section 4944, or (5) make any taxable expenditures (as defined in section 4945(d)); and (b) shall distribute its income for each taxable year at such time and in such manner as not to subject the Foundation to tax under section 4942.

Upon dissolution of the Foundation, the Board of Directors of the Foundation shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations operated exclusively for charitable purposes as shall at that time qualify as an exempt organization or organizations under section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or

organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

All statutory references herein are to the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent Internal Revenue law).

