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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 6, 2022

COGENY GLOBAL, INC.

SUBJECT: THE RICKEY THOMAS MEMORIAL FOUNDATION, INC.
Ref. Number: W22000112791

We have received your document for and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6052.

Summer Chatham
Regulatory Specialist II
New Filing Section

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115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 09/14/2022

Name: Jennifer Bialowas

Reference #: 1778198

Entity Name: THE RICKEY THOMAS MEMORIAL FOUNDATION, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

Please retain original submission date of 9/2/2022

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other Upon filing please provide a certified copy

Authorized Amount: 78.75

Signature: [Signature]

**ARTICLES OF INCORPORATION
OF
THE RICKEY THOMAS MEMORIAL FOUNDATION, INC.**

The undersigned hereby formed a corporation not for profit under Chapter 617 of the Florida Statutes (the "Corporation"), and for these purposes, does hereby adopt the following Articles of Incorporation:

ARTICLE I – NAME AND ADDRESS

The name of this Corporation is The Rickey Thomas Memorial Foundation, Inc.

The principal and mailing address of the Corporation is 2450 Louisiana Street, Suite 400-103, Houston, Texas 77006.

ARTICLE II - PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall be to encourage, solicit, receive and administer gifts and bequests of property and funds for educational and charitable purposes, all for the advancement of the citizens of Sarasota and Manatee counties; and to that end to take and hold, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or in the instrument under which received; to buy, sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; and in general, to exercise any, and all powers which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code or to which deductible contributions may be made under Section 170 of the Internal Revenue Code. No part of the assets or net earnings of the Corporation shall inure to the benefit of any officer, director, member or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Unless otherwise indicated, as used in this Article II and hereinafter, all section references are to the Internal Revenue Code of 1985, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE III – TERM OF EXISTENCE

The Corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

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ARTICLE IV- CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE V – MEMBERS

The Corporation shall have no members.

ARTICLE VI – BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617 of the Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation shall consist of three (3) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name of Director</u>	<u>Address of Director</u>
Rikiya N. Thomas	2450 Louisiana Street Suite 400-103 Houston, Texas 77006
Lawrence Eulette	140 Cypress Station Drive Suite 100-09 Houston, Texas 77090
Roderick Harper	3409 98 th Street East Palmetto, Florida 34221

ARTICLE VII – OFFICERS

The manner and method of election of the officers of the Corporation shall be as stated in the Bylaws of the Corporation. The officers of the Corporation shall consist of the officers, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name of Officers</u>	<u>Position</u>
Rikiya N. Thomas	President and Secretary

ARTICLE VIII – AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE IX - DISSOLUTION

Upon dissolution of the Corporation and after payment of all debts and obligations of the Corporation, all remaining assets of the Corporation, if any, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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.

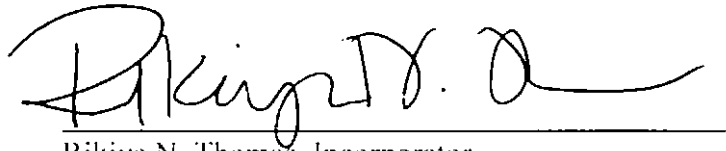
ARTICLE X – REGISTERED AGENT

The street address of the Corporation's initial registered office is 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Cogency Global Inc.

ARTICLE XI – INCORPORATOR

The name of the Incorporator is Rikiya N. Thomas, and the address of the Incorporator is 2450 Louisiana Street, Suite 400-103, Houston, Texas 77006.

IN WITNESS WHEREOF, the undersigned, being the Incorporator, have executed these Articles of Incorporation of The Rickey Thomas Memorial Foundation, Inc., on this 1st day of September, 2022.

A handwritten signature in black ink, appearing to read "Rikiya N. Thomas", written over a horizontal line.

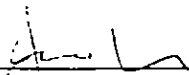
Rikiya N. Thomas, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of The Rickey Thomas Memorial Foundation, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of this position.

Cogency Global Inc.

By: 
Name: Jennifer Bialowas
Title: Assistant Secretary

Dated: 9/14/2022

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