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FLORIDA PROFIT/NON PROFIT CORPORATION
The Shelby-Wade Foundation, Inc.

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**ARTICLES OF INCORPORATION OF
THE SHELBY-WADE FOUNDATION, INC.
A CORPORATION NOT FOR PROFIT**

The undersigned individual, desiring to form a Corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation is The Shelby-Wade Foundation, Inc. (the "Corporation"). The initial street address of the Corporation's principal office is 7375 Olympia Street, Navarre, FL 32566.

ARTICLE II - POWERS AND PURPOSES

The Corporation shall have all powers conferred upon not for profit corporations under the provisions of Chapter 617, *Florida Statutes*, and not prohibited under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

The purposes for which the Corporation is organized shall be as follows:

(a) To engage communities, community leaders, and the church to change the way trauma is treated in children and adults. Untreated or poorly treated trauma often leads to poor life choices that can result in the breakdown of families, substance abuse, dropping out of school or society, committing crimes to support bad habits, or suicide. Treating trauma in a healthy, holistic manner that results in true healing changes the outcome; therefore, the Corporation seeks to change the ending by creating a new beginning, breaking the chains that bind one link at a time. The Corporation's goal is to support organizations that provide quality, holistic care to at-risk individuals within their respective communities, from international to national to local, and provide resources to individuals to allow them to receive quality, holistic care.

(b) To receive and maintain a fund or funds of real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No 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 or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III – PRIVATE FOUNDATION CLASSIFICATION

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV – MEMBERSHIP

The membership of the Corporation shall consist of the individuals who are Directors of the Corporation as provided for herein and their successors. Additional classes of membership may be created upon approval of a majority vote of the Board of Directors.

ARTICLE V – COMMENCEMENT OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The date for commencement of this Corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator of the Corporation are as follows:

Yvonne C. Harper
7375 Olympia Street
Navarre, FL 32566

ARTICLE VII - OFFICERS

The Corporation shall have officers consisting of one or more Executive Directors (who shall be officers not members of the Board of Directors), a Secretary, and a Treasurer, and such other officers as the Board of Directors of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation. The officers shall be elected, and may be removed, by the Board of Directors (at the annual meeting of the Board of Directors) or as otherwise provided in the Corporation's bylaws.

The names of the initial officers who are to manage all affairs of this Corporation until the first election are:

Executive Director:	Yvonne C. Harper
Executive Director:	Ramona DeeDee Bates
Secretary:	Ramona DeeDee Bates
Treasurer:	Yvonne C. Harper

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of this Corporation not for profit shall be managed by a Board of Directors. The Directors shall be appointed, elected, removed and/or reelected as provided in the bylaws of the Corporation. As provided in the bylaws of the Corporation, the Directors shall have full power to

fill the office of any Director who may resign, die, become disabled, or refuse to act as Director. Unless otherwise provided in the bylaws of the Corporation, the majority vote of the Directors in office shall be sufficient for the taking of any action within the power of the Corporation.

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but there shall never be less than three (3) Directors.

The names and addresses of the initial members of the Board of Directors are:

Jayne T. Dionne
2334 Bobcat Lane
Jacksonville, FL 32246

David I. Copeland
538 Wildflower Court
Niceville, FL 32578

Billy Bonilla
8014 Foxhead Branch Trail
Niceville, FL 32578

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the Directors and officers of the Corporation are subject to this reservation.

ARTICLE X - BYLAWS

Unless otherwise provided in the bylaws of the Corporation, the bylaws of the Corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors.

ARTICLE XI - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Directors of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No Director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE XII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be 7375 Olympia Street, Navarre, Florida, 32566, and the name of the registered agent of the Corporation at that address shall be Yvonne C. Harper.

[Signature Page Follows]

IN WITNESS WHEREOF, I, the undersigned incorporator of The Shelby-Wade Foundation, Inc., have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

INCORPORATOR:


YVONNE C. HARPER

Date: 28 Sept, 2022

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of The Shelby-Wade Foundation Inc. Further, I am familiar with and accept the duties and obligations of such designation.


YVONNE C. HARPER

Date: 28 Sept, 2022