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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Millennium Cares Fund, Inc.**

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**ARTICLES OF INCORPORATION****Millennium Cares Fund, Inc.**

The undersigned incorporator, acting under the Florida Not For Profit Corporation Act (Section 617 of the Florida Statutes), adopts the following Articles of Incorporation for a nonstock corporation (the "Corporation").

**Article I****Nonstock Nonprofit Corporation**

The Corporation is incorporated as a nonstock nonprofit corporation under Chapter 617 of the Florida Statutes. The Corporation shall not have any capital stock and shall be organized on a nonstock basis. The Corporation shall not make distributions unless authorized hereunder.

**Article II****Name**

The name of the Corporation is: Millennium Cares Fund, Inc.

**Article III****Initial Principal Office**

The mailing address of the principal office of the Corporation is: 6321 Daniels Parkway, Suite 201, Fort Myers, FL 33912.

**Article IV****Purpose**

The Corporation shall be organized and shall be operated exclusively for charitable, scientific, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor (the "Code").

**Article V****Election of Directors**

The method of election of directors of the Corporation shall be as stated in the Corporation's Bylaws.

**Article VI****Initial Registered Agent**

The street address of the Corporation's initial registered office in the County of Broward is 99 Nesbit Street, Punta Gorda, FL 33950, and the name of the Corporation's initial registered agent at that office is David A. Holmes, Farr Law Firm.

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FALL ANNUAL MEETING

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## **Article VII Incorporator**

The name and address of the incorporator is: Jason J. Kohout, Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

## **Article VIII Member**

The Corporation shall have a sole Member. Membership provisions shall be set forth in the Bylaws. The right of the Member may be limited, enlarged or denied to the extent specified in the Bylaws.

## **Article IX Distributions to Member**

The Corporation shall not make distributions to its Member.

## **Article X Private Inurement Prohibition**

No distributions or dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code. Notwithstanding the foregoing, the Corporation may pay reasonable compensation, benefits, pensions, incentive compensation, or the reimbursement of expenses.

## **Article XI Prohibited Activities**

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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation or the Corporation's Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code.

## **Article XII Private Foundation Limitations**

At any time when the Corporation is or becomes a "private foundation" pursuant to Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

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

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(b) The Corporation shall distribute 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 Code.

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

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

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

### **Article XIII Management**

The Member shall have all of the powers of management of the Corporation and the affairs of the Corporation shall be managed by the Member, as provided in the Bylaws of the Corporation, except as where specified by these Articles of Incorporation, the Bylaws of the Corporation, specific action of the Member, or the laws of the State of Florida. Pursuant to Section 617.0801 of the Florida Statute, the delegation of power contained in this article shall relieve the Board of Directors of all of the powers, duties, and responsibilities delegated hereunder.

### **Article XIV Limitation of Liability**

Pursuant to Section 617.0604 of the Florida Statutes, a Member of the Corporation is not, as a Member, personally liable for the acts, debts, liabilities, or obligations of the Corporation. Except as provided under Section 617.0834 of the Florida Statutes, a Director or Officer of the Corporation is not liable to the Corporation, its members or creditors, or any person asserting rights on behalf of the Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or Officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following: (i) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful, (ii) a transaction from which the officer or director derived an improper personal benefit, directly or indirectly, or (iii) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

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## **Article XV Indemnification**

The Corporation shall, to the fullest extent permitted or required by Chapter 617 of the Florida Statutes, indemnify a Director or Officer against any and all Liabilities, and advance, pay or reimburse any and all reasonable Expenses, incurred by or on behalf of such director or officer in connection with any proceeding in which such Director or Officer is a Party because he or she is a Director or Officer; *provided, however*, that such indemnification and any such payment or advancement of Expenses shall not be made unless it is determined by or on behalf of the Corporation that the Director or Officer did not breach or failed to perform a duty that such person owed to the Corporation if the breach or failure to perform constituted any of the following: (i) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful, (ii) a transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or (iii) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

## **Article XVI Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption of a plan of dissolution in the manner now or hereafter provided in the Florida Statutes and in the Bylaws of the Corporation. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual within the meaning of Section 501(c)(3) of the Code, but after the liabilities and obligations of the Corporation have been paid, satisfied, and discharged (or adequate provision made therefor), the remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code as determined in a plan of dissolution duly adopted by the Corporation. Any assets not disposed of pursuant to plan of dissolution shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Code as such court shall determine.

## **Article XVII Amendment**

The Corporation's Articles of Incorporation and Bylaws may be amended as set forth under the Florida Statutes as may be modified by the Corporation's Bylaws. Any amendment to the Corporation's Articles of Incorporation and Bylaws shall require the consent of the Member.

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IN WITNESS WHEREOF, the undersigned incorporator has adopted the foregoing Articles of Organization as of the date set forth below.

Dated: October 3, 2022

By: Jason J. Kohout  
Jason J. Kohout, Incorporator

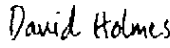
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STATE OF WISCONSIN  
TALLAMASSEE COUNTY

*The foregoing Articles of Incorporation were drafted by and should be returned to Jason J. Kohout, Esq., Foley & Lardner LLP, 777 E. Wisconsin Ave., Milwaukee, WI 53202. Phone: 414-319-7053; Email: jkohout@foley.com.*

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named registered agent for MILLENNIUM CARES FUND, INC., at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DocuSigned by:  
  
 DAVID A. HOLMES  
 Date: 10/3/2022

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 TALLAHASSEE, FLORIDA