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FLORIDA PROFIT/NON PROFIT CORPORATION
THE MARC AND NICOLE PADGETT FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE MARC AND NICOLE PADGETT FOUNDATION, INC.,
A NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I

Name

The name of this not for profit corporation shall be **THE MARC AND NICOLE PADGETT FOUNDATION, INC.**

Article II

Principal Office and Mailing Address

The principal office and mailing address of this corporation shall be 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Article III

Purpose

This corporation 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which purposes shall be limited further to those which are lawful and not specifically prohibited to corporations under the laws of the State of Florida.

Article IV

Powers and Restrictions

Section 4.1 This corporation shall have the general power to do all lawful acts, as conferred upon corporations not for profit by Section 617.0302, Florida Statutes, including all those things necessary and desirable to carry out the purposes and responsibilities of this corporation.

Section 4.2 Notwithstanding the generality of the foregoing, the powers of this corporation shall be subject to the following limitations and restrictions.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Trustees, officers or other private persons, except that the corporation 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 in Article III hereof. No

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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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any investments in a manner as to subject it to tax under §4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The corporation will not make any taxable expenditures as defined in §4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(g) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article V

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §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.

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Article VI
Trustees and Officers

Section 6.1. Number of Trustees. This corporation shall have seven (7) Trustees initially. The number of Trustees may be increased or diminished from time to time, but shall never be less than the number required by §617.0803(1), Florida Statutes, as amended from time to time or any successor provision.

Section 6.2. Duties of Trustees. All corporate 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, its Board of Trustees, except as otherwise specifically required under the Florida Not For Profit Corporation Act.

Section 6.3. Qualification and Election of Trustees. Trustees must be natural persons who are 18 years of age or older and elected or appointed in the manner and for the terms provided in the bylaws of the corporation.

Section 6.4. Initial Trustees and Officers. The names and street addresses of the initial Trustees and officers of this corporation, and the offices held by each officer, are:

Michael Marcus Padgett Rogers Towers, P.A. 1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207	Trustee and President
Nicole S. Padgett Rogers Towers, P.A. 1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207	Trustee, Executive Vice President, Secretary, and Treasurer
K. Mac Bracewell, Jr. c/o Rogers Towers, P.A. 1301 Riverplace Blvd., Suite 1500 Jacksonville, Florida 32207	Trustee, Vice President
Kerrigan E. Padgett Rogers Towers, P.A. 1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207	Trustee
Kennedy M. Padgett Rogers Towers, P.A. 1301 Riverplace Boulevard, Suite 1500 Jacksonville, Florida 32207	Trustee

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Article IX
Incorporator

The name and street address of the incorporator of this corporation are:

Michael Marcus Padgett
c/o Rogers Towers, P.A.
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

Article X
Effective Date; Duration

Section 10.1. Effective Date. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

Section 10.2. Duration. This corporation shall exist perpetually.

Article XI
Bylaws

The initial bylaws of this corporation shall be adopted by the Trustees. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Trustees, but the Board of Trustees shall not alter, amend or repeal any bylaw adopted by the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the Trustees.

Article XII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 28th day of July, 2022.



Michael Marcus Padgett, Incorporator

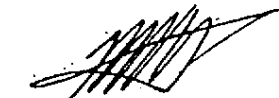
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0501 and 617.0503, Florida Statutes, the following is submitted:

THE MARC AND NICOLE PADGETT FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates K. Mac Bracewell, Jr., Esq. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Rogers Towers, P.A., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.


DATED this 28th day of July, 2022.



Michael Marcus Padgett, 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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 28 day of July, 2022.



K. Mac Bracewell, Jr., Registered Agent

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