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FLORIDA PROFIT/NON PROFIT CORPORATION

Pioneers Foundation, Inc.

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## **ARTICLES OF INCORPORATION OF PIONEERS FOUNDATION, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation (the "Articles") to form a corporation not-for-profit under the laws of the State of Florida.

### ARTICLE I - Name

The name of the Corporation shall be:

Pioneers Foundation, Inc. (the "Corporation").

### ARTICLE II - Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 10123 William Carey Drive, Orlando, Florida 32832.

### ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and in particular:

(a) To operate exclusively for the benefit of Pioneers, Inc., a Virginia not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code (the "Supported Organization");

(b) To own property, including real property, tangible and intangible property, to be operated, invested and otherwise used for the benefit of or on behalf of the Supported Organization;

(c) To make distributions to or on behalf of the Supported Organization for its religious, charitable, and educational purposes, determined from time to time by the directors of the Corporation, in their sole and exclusive discretion; and

(d) To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

B. The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall

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not carry on any other activities not permitted to be carried on by organizations that constitute "supporting organizations" under Section 509(a)(3) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable amounts for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

#### ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 10123 William Carey Drive, Orlando, Florida 32832, and the name of the initial registered agent of the Corporation at that address is Timothy F. Neu.

#### ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be four (4).
- B. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, shall not receive any compensation for their services. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- D. Nothing in this Article VI shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the board of directors are:

| <u>Name</u>      | <u>Street Address</u>                          |
|------------------|------------------------------------------------|
| Steve Richardson | 10123 William Carey Drive<br>Orlando, FL 32832 |
| Timothy F. Neu   | 10123 William Carey Drive<br>Orlando, FL 32832 |

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Howard Costley                      10123 William Carey Drive  
Orlando, FL 32832

Jack Hoey Jr.                      10123 William Carey Drive  
Orlando, FL 32832

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation, and shall have the qualifications set forth in the Bylaws.

#### ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

| <u>Name</u>    | <u>Street Address</u>                         |
|----------------|-----------------------------------------------|
| Timothy F. Neu | 10123 William Cary Drive<br>Orlando, FL 32832 |

#### ARTICLE VIII - Members

The sole member of the Corporation (the "Member") shall be the Supported Organization. The Member shall have such rights and obligations as set forth in the Bylaws.

#### ARTICLE IX - Amendment to Articles and Bylaws

A. These Articles and the Bylaws of the Corporation may be amended in any manner permitted by law; provided, however, that any such amendment that affects the purpose of the Corporation, the transfer or disposition of real property or other assets, the relationship between the Corporation and the Supported Organization, including the identity of the Supported Organization, the manner in which directors are appointed, director qualifications, limitations to corporate power, or the requirements for amending these Articles or the Bylaws of the Corporation shall not be effective or filed unless approved by the board of directors of the Corporation and the Board of Directors of the Supported Organization.

B. Notwithstanding the foregoing, upon the occurrence of a Triggering Event (as defined below), the board of directors of the Corporation may amend the Articles and/or the Bylaws without the approval of the Board of Directors of the Supported Organization, including amendments that identify a new tax exempt entity or entities to be supported or that eliminate the supporting organization purpose of the Corporation.

For purposes of this Article IX, a Triggering Event shall mean:

- (a) the dissolution of the Supported Organization by any means, other than an administrative dissolution that is corrected by reinstatement promptly after the Supported Organization becomes aware of such administrative dissolution.

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- (b) the bankruptcy or insolvency of the Supported Organization, other than an involuntary bankruptcy that is dismissed within ninety (90) days after being filed,
- (c) the Supported Organization loses its tax exempt status for reasons other than a change in the tax code resulting in the loss of tax exempt status for all similarly situated entities, or
- (d) a judgment is entered against the Supported Organization either (i) permanently enjoining the operations of the Supported Organization, or (ii) for damages in an amount that, according to the Board of Directors of the Supported Organization, would, or is likely to, render the Supported Organization insolvent or otherwise unable to continue the ministry activities of the Supported Organization in a manner consistent with then current practices.

#### ARTICLE X – Dissolution

A. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to the Supported Organization, if the Supported Organization is then exempt under Section 501(c)(3) of the Internal Revenue Code. If the Supported Organization is not then exempt, the remaining assets shall be distributed exclusively to such organization or organizations that at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, and that are organized and operated for a purpose consistent with the purpose of the Supported Organization.

B. Any assets not disposed of by the board of directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively to the Supported Organization if possible or, if not possible, to one or more organizations that qualify as an exempt organization under Section 501(c)(3) of the Code and are organized and operated for a purpose consistent with the purpose of the Supported Organization.

#### ARTICLE XI – Compliance with Organizational and Operational Tests

##### A. Organizational Test.

(a) General. These Articles hereby: (i) limit the purpose of the Corporation to one or more of the purposes set forth in Code Section 509(a)(3)(A); (ii) do not expressly empower the Corporation to engage in activities that are not in furtherance of the purposes referred to in subdivision (i) of this paragraph; (iii) state that the “specified” publicly supported organization on whose behalf this Corporation is to be operated (within the meaning of Reg. §1.509(a)-4(d)) is Pioneers, Inc., an organization described in section 501(c)(3) of the Code, and such organizations permitted within the meaning of Reg. §1.509(a)-4(d); and (iv) do not empower the Corporation to operate to support or benefit any organization other than the Supported Organization and such organizations permitted within the meaning of Reg. §1.509(a)-4(d).

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(b) Purposes. The Corporation is formed “for the benefit of” (within the meaning of Reg. §1.509(a)-4(c) (2)) the Supported Organization and, as may be permitted herein, such other organizations permitted within the meaning of Reg. §1.509(a)-4(d).

(c) Limitations. These Articles do not and shall not permit the Corporation to operate, support, or benefit any organization other than the Supported Organization or, as may be permitted herein, such other organizations permitted within the meaning of Reg. §1.509(a)-4(d).

B. Specified Organizations. The “specified” publicly supported organization on whose behalf the Corporation is to be operated shall be the Supported Organization or, as may be permitted herein, such other organizations permitted within the meaning of Reg. §1.509(a)-4(d).

C. Nondesignated Publicly Supported Organizations.

(a) General. In the event the Corporation shall benefit any organizations other than the Supported Organization, such organizations shall be only those organizations that are of the class to be benefited by the Supported Organization and having a purpose consistent with the purpose of the Supported Organization. Any change in the Supported Organization shall require the board approvals set forth in Article IX.

(b) Scope. These Articles shall (i) permit the substitution of one publicly supported organization within the same class to be benefited by the Supported Organization, and consistent with the purposes of the Supported Organization; (ii) permit the Corporation to operate for the benefit of new or additional publicly supported organizations of the same class to be benefited by the Supported Organization and consistent with the purposes of the Supported Organization; or (iii) permit the Corporation to vary the amount of its support among different publicly supported organizations within the same class as benefited by the Supported Organization and consistent with the purposes of the Supported Organization, but only if the Supported Organization is not permitted by applicable law to receive such support. Otherwise, all support must be paid or otherwise provided to the Supported Organization.

D. Operational Test.

(a) Permissible Beneficiaries. The Corporation shall engage solely in activities that support or benefit the Supported Organization. Such activities may include making payments to or for the use of, or providing services or facilities for, individual members of the charitable class benefited by the Supported Organization; or supporting or benefiting an organization, other than a private foundation that is described in section 501(c)(3) and is operated, supervised, or controlled directly by or in connection with the Supported Organization. No part of the activities of the Corporation shall be in furtherance of a purpose other than supporting or benefiting the Supported Organization.

(b) Permissible Activities. The Corporation shall not be required to pay over its income to the Supported Organization in order to meet the operational test (as defined in Treas. Reg. §1.509(a)-4(c)). It may satisfy the test by using its income to carry on an independent activity or program that supports or benefits only the Supported Organization; provided, however, that all

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such support must be limited to permissible beneficiaries under subparagraph (a) of this section D, Article XI.

E. Nature of Relationship between Organizations. The Corporation shall be "operated, supervised or controlled by" the Supported Public Charity.

F. Meaning of "Operated, Supervised, or Controlled by". The Corporation shall be under the direction of, and accountable or responsible to the Supported Organization. As set forth in the Bylaws, the directors of the Corporation shall be appointed by the Supported Organization.

G. Control by Disqualified Persons.

(a) In General. In compliance with Section 509(a)(3)(C), the Corporation may not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers and other than the Supported Organization. If a person is a disqualified person with respect to the Corporation, such as a substantial contributor to the Corporation, and is appointed or designated as a foundation manager of the Corporation by the Supported Organization to serve as the representative of the Supported Organization, then for purposes of this paragraph such person will be regarded as a disqualified person, rather than as a representative of the Supported Organization. An organization will be considered "controlled," for purposes of section 509(a)(3)(C), if the disqualified persons, by aggregating their votes or positions of authority, may require such organization to perform any act that significantly affects its operation or may prevent such organization from performing such act. This includes, but is not limited to, the right of any substantial contributor or his spouse to designate annually the recipients of the income attributable to his contribution to the Corporation. Except as provided in subparagraph (b) of this paragraph, the Corporation will be considered to be controlled directly or indirectly by one or more disqualified persons if the voting power of such persons is 50 percent or more of the total voting power of the organization's governing body or if one or more of such persons have the right to exercise veto power over the actions of the Corporation.

(b) Proof of Independent Control. Notwithstanding subparagraph (a) of this paragraph, the organization is permitted to establish to the satisfaction of the Commissioner of Internal Revenue that the disqualified persons do not directly or indirectly control it.

#### ARTICLE XII-Limitations to Corporate Power

Any sale of real estate, distribution of cash or transfer of other assets (other than of de minimus value) to any third-party other than the Supported Organization, or a supporting organization (as defined under the Code) of the Supported Organization, shall require the approval of the Corporation's board of directors and the approval of the Board of Directors of the Supported Organization.


#### ARTICLE XIII – Other Provisions

Notwithstanding any other provision set forth in these Articles, at any time during which it is deemed a private foundation, the Corporation shall not engage in any act of self dealing as

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defined in Section 4941(d) of the Internal Revenue Code of 1986; 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 Internal Revenue Code of 1986; the Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

WHEREOF, the undersigned Incorporator has executed these Articles this 21<sup>st</sup> day of November, 2022.

  
\_\_\_\_\_  
Timothy F. Neri, Incorporator


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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Pioneers Foundation, Inc.



\_\_\_\_\_  
Timothy E. Neu

11/22 AM 3:47