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Florida Department of State

Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Suzanne and Terry Hold Foundation, Inc.**

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**STATE of FLORIDA**  
**ARTICLES of INCORPORATION**

**SUZANNE AND TERRY HOLT FOUNDATION, INC.**  
*A Not For Profit Corporation*

- FIRST:** The name of the corporation is:
- SUZANNE AND TERRY HOLT FOUNDATION, INC.**
- SECOND:** The principal place of business and mailing address of the Corporation is:
- 3693 Coastal View Dr.  
Jacksonville, FL 32250
- THIRD:** The Corporation is a nonprofit organization organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as, or the corresponding provision of any future United States Internal Revenue law amended (the "Code"). In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are to do such acts and carry on such business and affairs as may be permitted by nonprofit corporations under the Florida Not For Profit Corporation Act (the "NFPCA"), and other laws of the State of Florida and the laws of the United States of America in order to accomplish the purposes set forth in this Article THIRD, with one specific purpose being to assist those in need in Northeast Florida.
- Notwithstanding any provision of these articles of incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Code.
- FOURTH:** The directors of the Corporation shall be elected in a manner established in the Bylaws of the corporation, and such election need not be by written ballot.
- FIFTH:** No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation, and no substantial part of the activities of this Corporation shall ever 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 distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.
- SIXTH:** The Corporation shall have no members.

- SEVENTH:** The address of the registered office of the corporation in the State of Florida is located at 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301, located in the County of Leon. The registered agent in charge thereof is Cogeny Global Inc.
- EIGHTH** No officer, member of the Board of Directors, or employee of the Corporation or other person shall receive or be lawfully entitled to receive any pecuniary profit or benefit from the operations of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the FNFPCA, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.
- NINTH:** The Corporation shall not have any capital stock.
- TENTH:** The Corporation is organized to be operated as a public charity exempt from private Corporation status under Section 509(a) of the Code. However, for any period during which the Corporation is classified as a "private corporation" as defined in Section 509(a) of the Code, the Corporation shall be subject to the following restrictions and prohibitions: (i) the Corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income under Section 4942 of the Code; (ii) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) the Corporation shall not retain any excess business holdings that will subject it to tax under Section 4943 of the Code; (iv) the Corporation shall not make any investments in a manner such as to subject it to tax under Section 4944 of the Code; and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- ELEVENTH:** In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either: (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code; or (ii) to the Federal government, or to a State or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article ELEVENTH, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

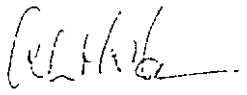
**TWELFTH:** This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the certificate of incorporation, and to add other provisions to the certificate of incorporation authorized by the laws of the State of Florida, at the time such laws are in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever by and pursuant to the certificate of incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article TWELFTH: provided, however, that no amendment, alteration, change or repeal of any provisions of the certificate of incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose that would cause the Corporation to lose its tax-exempt status under relevant provisions of the Code. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the by-laws of the Corporation, subject to the power of the members of the Corporation to amend or repeal any by-law made by the Board of Directors.

**THIRTEENTH:** The name and mailing address of the incorporator is as follows:

Andrew D. Morton  
Handler Thayer LLP  
191 North Wacker Drive, Suite 2300  
Chicago, IL 60606

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 28<sup>th</sup> day of December, 2022.

By:

  
Andrew D. Morton  
Sole 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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

/s/Sheryl A. Gibbs  
Registered Agent

12/28/2022  
Date