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**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
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corphelp@dos.myflorida.com  
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**FROM** Melissa Moreau  
mmoreau@incserv.com  
850.656.7953

**REQUEST DATE** 5/15/2023

**PRIORITY** Regular Approval

**OUR REF # (Order ID#)** 1149525

**ORDER ENTITY**  
THE IGFA FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

**PLEASE PERFORM THE FOLLOWING SERVICES:**

THE IGFA FOUNDATION, INC. ( FL )

New corp filing

**NOTES:**

\$70.00 Authorized

Email address for annual report reminders: cgrant@shutts.com

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: 120050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**ARTICLES OF INCORPORATION  
OF  
THE IGFA FOUNDATION, INC.**

These Articles of Incorporation (these "Articles") are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE I  
NAME**

The name of the corporation governed by these Articles shall be The IGFA Foundation, Inc. (the "Corporation").

**ARTICLE II  
DURATION AND DEFINITIONS**

- A. The duration of the Corporation shall be perpetual.
- B. For purposes of these Articles, the following definitions shall apply:

(1) The terms "Internal Revenue Code" and "Code" shall refer to the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws.

(2) The term "IGFA" shall refer to THE INTERNATIONAL GAME FISH ASSOCIATION, INC., a Florida not for profit corporation, a charitable organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and a publicly supported charity as described in Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code, or its successor or successors, as the supported organization.

**ARTICLE III  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be 300 Gulf Stream Way, Dania Beach, Florida 33004 or as otherwise designated by the Board of Trustees from time to time.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The Registered Agent and Registered Office of the Corporation are Jason Schratwieser, President, 300 Gulf Stream Way, Dania Beach, Florida 33004 or as otherwise designated by the Board of Trustees from time to time.

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FLORIDA  
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## **ARTICLE V**

### **PURPOSES**

Subject to the restrictions set forth in Article VI below, the purpose of the Corporation is to engage in activities that benefit IGFA, a publicly supported charitable organization. At all times, the Corporation shall be organized and operated solely to support, benefit, perform the functions of, and carry out the purposes of IGFA, directly or indirectly. The Corporation may engage in any activity that reasonably benefits IGFA, including, but not limited to, the following: making payments to or for the use of IGFA; providing services or facilities for IGFA; carrying on independent programs or activities which in turn support or benefit IGFA; and the solicitation of funds for contribution to build an endowment fund for the short-term and long-term needs of IGFA. In furtherance of the charitable mission and purpose of IGFA, the Corporation's objectives are as follows:

A. To encourage the conservation of game fish and the promotion of responsible, ethical angling practices through science, education, rule-making, record-keeping and recognition of outstanding accomplishments in the field of angling.

B. To provide grants to the IGFA in support of the furtherance of its mission in education, conservation and scientific research related to game fish and the sport of recreational angling.

C. To accept donations of real estate and interests thereon, funds and other items of value; to hold title to property, both real and personal in furtherance of these objectives and activities, and to negotiate loans for the purpose of fulfilling the aforementioned.

## **ARTICLE VI**

### **RESTRICTIONS**

A. The Corporation shall not operate to support or benefit any organization other than IGFA, and shall only engage in activities in furtherance of the Corporation's charitable purpose to support and benefit IGFA.

B. The Corporation shall have no local, national or international political affiliations and shall not endorse any candidate for any local, state, national or international office. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

C. The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The Corporation is committed to providing an inclusive and welcoming environment for all members of our staff, volunteers, subcontractors, vendors, and clients. The Corporation is an equal opportunity employer. The Corporation will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of

employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

D. The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth herein, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided.

E. The Corporation shall not engage in any excess benefit transaction as defined in Section 4958(c) of the Internal Revenue Code.

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

G. The Corporation shall not take any action that would cause the Corporation to fail to qualify as a "Type I" supporting organization, as such term is defined and used under Section 509 of the Internal Revenue Code and the corresponding Treasury regulations.

H. Notwithstanding any other provision of these Articles, 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 and its regulations as they now exist or as they may hereafter be amended or adopted, or by an organization contribution to which are deductible under Section 170(c)(2) of such code and regulation as they now exist or as they hereafter may be amended. The Corporation shall at all times operate as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and nothing in these Articles shall be construed to the contrary.

## **ARTICLE VII**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to IGFA, as the supported organization. If, upon such time, IGFA is either not in existence, or not recognized as a charitable organization exempt from Federal income tax under Section 501(c)(3) of the Code and as a publicly supported charity described in Section 509(a)(1) or 509(a)(2) of the Code, then the Corporation's remaining assets shall be turned over to one or more exempt organizations described in Code Section 501(c)(3) which, to the degree reasonably possible, have similar charitable purposes as IGFA.

## **ARTICLE VIII**

### **BOARD OF TRUSTEES**

The affairs of the Corporation shall be managed by and exercised under the authority of the Board of Trustees (the "**Board of Trustees**" or the "**Board**"). The Board of Trustees shall determine

in what manner the assets of the Corporation shall be managed and administered in accordance with the Articles of Incorporation, the By-Laws, and other governing law.

All members of the Board of Trustees of the Corporation shall be elected by the Board of Trustees of IGFA (the governing body of the supported organization), or by any committee or officer of IGFA that is duly authorized by the Board of Trustees of IGFA to act in such a capacity. The number of members of the Board of Trustees may, from time to time, be increased or decreased by resolutions of the Corporation, but at all time shall neither be less than five (5) nor more than ten (10). Each trustee shall hold office for a term of one (1) year, subject to annual approval as provided in the By-Laws of the Corporation or for such lesser term as they may be elected to fill a vacancy during a term.

Despite any other provision in these Articles or under Florida law, the Board of Trustees shall not at any time be filled by a majority of individuals who are disqualified persons as defined in Section 4946 of the Internal Revenue Code, other than IGFA (or its officers, Trustees, or Directors) and other than the foundation managers (as defined in Section 4946 of the Internal Revenue Code).

#### **ARTICLE IX** **BY-LAWS**

The By-Laws of the Corporation may be altered, amended or repealed and new By-Laws may be adopted from time to time, only upon the affirmative vote of three-fourths (3/4) of the Board of Trustees at any regular meeting or special meeting, if at least five days written notice is given of intention to alter, amend or repeal or to adopt new By-laws at such meeting. However, no amendment will be made which will cause the Corporation to cease to be an organization described in sections 501(c)(3) of the Code.

#### **ARTICLE X** **POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations. These powers shall include, without limitation, the power to have indebtedness or liability as determined by the Board of Trustees, and the power to hold real property as determined by the Board of Trustees.

#### **ARTICLE XI** **AMENDMENT TO ARTICLES**

The Board of Trustees of the Corporation (or any committee or officer of the Corporation that is duly authorized by the Board of Trustee) may amend these Articles at any time by a three-quarters majority vote, and shall otherwise follow the procedures for amending articles of incorporation of a not for profit corporation prescribed by Florida law.

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**ARTICLE XI**  
**INCORPORATOR**

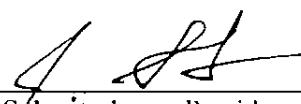
The name and address of the incorporator of the Corporation is as follows:

THE INTERNATIONAL GAME FISH ASSOCIATION, INC.  
300 Gulf Stream Way  
Dania Beach, Florida 33004

These Articles have been executed by the above described Incorporator on this 9<sup>th</sup> day of May, 2023.

**INCORPORATOR:**

THE INTERNATIONAL GAME FISH ASSOCIATION, INC.

  
\_\_\_\_\_  
Jason Schratwieser, President

23 MAY 15 AM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE**

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.

  
\_\_\_\_\_  
Jason Schratwieser, Registered Agent

Date: May 9<sup>th</sup>, 2023.