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FLORIDA PROFIT/NON PROFIT CORPORATION

Wayside House Foundation, Inc

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
THE WAYSIDE HOUSE FOUNDATION, INC.,
a Florida not-for-profit corporation**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), hereby execute the following Articles of Incorporation, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be THE WAYSIDE HOUSE FOUNDATION, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

The street address of the principal office of the Corporation is 378 NE 6th Avenue, Delray Beach, Florida 33483. The registered office of the Corporation is 378 NE 6th Avenue, Delray Beach, Florida 33483, and the name of the Registered Agent of the Corporation is Christopher Finley, Esq. with an address of 160 SE 6th Avenue, Suite B2, Delray Beach, Florida 33483. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence, unless dissolved sooner according to law.

ARTICLE IV - PURPOSES

The purposes for which the Corporation is organized are as follows:

1. The Corporation is organized and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of succeeding law), and, within the meaning of Section 509(a)(3) of the Code, exclusively for the support and benefit of Wayside House, Inc., a Florida not-for-profit corporation (hereinafter for purposes of these Articles, "Wayside"), which is an organization described in Section 501(c)(3) and Section 509(a)(1) of the Code, including, without limitation, for the purpose of (a) raising and receiving contributions, grants and other funds for the benefit of Wayside and (b) managing, holding and investing such funds for the support and benefit of Wayside. The Corporation shall be operated, supervised or controlled by Wayside within the meaning of Section 509(a)(3) of the Code. The Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt charitable and educational purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist Wayside in carrying on its charitable activities.

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2. As a means and incidental to accomplishing the purposes for which the Corporation is being organized, it shall have the following powers:

(a) to accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(b) to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;

(c) to borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated;

(d) to lend money for corporate purposes, invest and reinvest corporate funds, and to take and hold real and personal property as security for the payment of funds loaned or invested, except, as prohibited herein or by law;

(e) to make donations or grants for charitable and educational purposes which further the Corporation's purposes as set forth in this Article IV;

(f) to invest or reinvest its funds in such stocks, bonds, debentures, mortgages, or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(g) to maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

(h) to serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(i) in general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

3. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code section 501(c)(3) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time, provided, however, that the Corporation may not engage in any activities which are not for

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the benefit of Wayside. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code

4. No part of the income or earnings of the Corporation shall inure to the benefit of or be distributed to any Director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purposes of exempt organizations described in Code section 501(c)(3) (or any corresponding provisions of succeeding law). Reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or earnings.

5. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

6. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Director or officer of the Corporation or any other private individual shall be entitled to any distribution or division of the Corporation's property, or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively to Wayside, if it is then in existence and exempt as an organization described in Code section 501(c)(3) (or any corresponding provisions of succeeding law) or, if not, to an organization or organizations which themselves are exempt as organizations described in Code section 501(c)(3) (or any corresponding provisions of succeeding law). Officers (but not Directors) may be reasonably compensated for their services in winding up, liquidating and dissolving the Corporation.

ARTICLE V - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI - ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the initial Directors of the Corporation are as follows:

NAME

ADDRESS

Juliet Ciambrone

3075 SE 1st Street
Boynton Beach, FL 33435

Christopher Finley, Esq.

4072 Artesa Drive
Boynton Beach, FL 33436

Martha Grimm

801 N. Ocean Blvd #7
Delray Beach, FL 33483

Tori D. Hodge

4487 Stardust Moon Avenue
Las Vegas, Nevada 89084

Lisa Hayes Jankowski

1157 Willard Way
Boynton Beach, FL 33435

Whitney Jones

✓ Katheryn L. Leonard

1218 Barnstable Circle
Wellington, FL 33414

✓ Alexandra McCall

Plymouth, MA

✓ Elizabeth Potts

14824 Citrus Grove Boulevard
Loxahatchee, FL 33470


✓ Jim Seaborg

4475 North Ocean Boulevard
Delray Beach, FL 33483

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator are:

Christopher Finley, Esq.
160 SE 6th Avenue, Ste. B2
Delray Beach, FL 33483



Christopher Finley, Esq., Incorporator

Date: May 24, 2023

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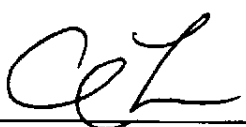
***CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE***

Pursuant to the provisions of section 617.0501, Florida Statutes, The Wayside House Foundation, Inc. (the "Corporation"), organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name and address of the Registered Agent and Registered office is:

Christopher Finley, Esq.
160 SE 6th Avenue, Ste. B2
Delray Beach, FL 33483

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


 Christopher Finley, Registered Agent

DATE: Nov 27, 2023

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