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DIVISION OF CORPORATIONS

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**ADI Foundation, Inc.**

Certificate of Status	0
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SEP 28 2023

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**ARTICLES OF INCORPORATION OF  
ADI Foundation, Inc.  
A FLORIDA NONPROFIT CORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be:  
ADI Foundation, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

541 N Boyd St.  
Winter Garden, FL 34787

The principal mailing address of this corporation shall be:

541 N Boyd St.  
Winter Garden, FL 34787

**ARTICLE III PURPOSE**

- (1) Primarily, the organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) 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 Three hereof.

- (5) 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;
- (6) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 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.

#### **ARTICLE IV MANNER OF ELECTION**

The method of election of the directors of the Corporation is set forth in the bylaws.

#### **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

Stasha D Boyd – President, Treasurer and Director  
541 N Boyd St.  
Winter Garden, FL 34787

Brian Fallon – Secretary and Director  
541 N Boyd St.  
Winter Garden, FL 34787

Rodney Talbot – Vice President and Director  
541 N Boyd St.  
Winter Garden, FL 34787

#### **ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Stasha D Boyd  
541 N Boyd St.  
Winter Garden, FL 34787

#### **ARTICLE VII LIABILITY STATEMENT**

The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Florida, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

### ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Stasha D Boyd  
541 N Boyd St.  
Winter Garden, FL 34787

\*\*\*\*\*

*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.*

Stasha D Boyd

Stasha D Boyd

Date: Sep 28, 2023

Registered Agent

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Stasha D Boyd

Stasha D Boyd

Date: Sep 28, 2023

Incorporator