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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Franklin Street Charitable Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
FRANKLIN STREET CHARITABLE FOUNDATION, INC.,  
a Florida not-for-profit corporation**

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The undersigned, acting as the incorporator of Franklin Street Charitable Foundation, Inc., and for the purpose of organizing a non-profit corporation under Chapter 617 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986<sup>1</sup>, hereby submits the following Articles of Incorporation.

**Article I  
Name**

The name of this corporation ("Corporation") shall be:

FRANKLIN STREET CHARITABLE FOUNDATION, INC.

**Article II  
Initial Principal Place of Business and Mailing Address**

The initial principal place of business and mailing address of the Corporation shall be 5403 S. Lipscomb Street, Tampa, Florida 33611.

**Article III  
Duration and Commencement of Existence**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**Article IV  
Purposes and Powers**

The Corporation is organized and shall be operated exclusively for religious, charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Code. In furtherance of such purposes, the Corporation shall be authorized to do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Sections 617.0302 and 617.0303 of the Florida Statutes, subject, however, to the requirements of Section 501(c)(3) of the Code and to the other limitations provided in these Articles of Incorporation. Without limiting the generality of the foregoing, the Corporation shall have the power to receive grants, gifts, contributions and other sums of a like nature, outright, in trust, or in any other form, and the power to maintain a fund or funds of real or personal property for any corporate purpose.

The Corporation is not organized for profit and shall not have the authority to issue capital stock.

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1. Unless otherwise noted, all references to the "Code" are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

## Article V

### Directors

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three) shall be as provided in the bylaws of the Corporation. The terms for which the Directors shall serve, and the method by which the Directors are to be elected, shall be stated in the bylaws of the Corporation. The names and addresses of the initial Directors of this Corporation, who shall each serve until their successor is duly elected and qualified in accordance with the procedures specified in the bylaws, are:

<u>Name</u>	<u>Address</u>
Bruce A. Johnson Director	5403 S. Lipscomb Street Tampa, Florida 33611
Tara R. Urette Director	5403 S. Lipscomb Street Tampa, Florida 33611
Bryce Johnson Director	7915 Burgoyne Road Houston, Texas 77063

## Article VI

### Bylaws

The initial bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

## Article VII

### Charitable Limitations

The Corporation is intended to be a private foundation described in Section 509(a) of the Code. The Corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes or by Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons who are qualified to receive the same in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Code.

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 any candidate for public office.

In the event that, and for so long as, the Corporation is characterized as a private foundation with the meaning of Section 509(a) of the Code, the Corporation:

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; or (ii) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

#### Article VIII Dissolution

In the event of the dissolution of the Corporation pursuant to the Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations that are exempt under Section 501(c)(3) of the Code as are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to a state or local government for a public purpose, or to such organization or organizations as said Court shall determine that are organized and operated exclusively for such exempt purposes.

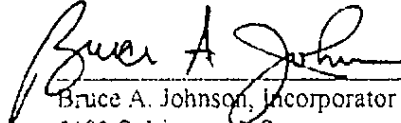
#### Article IX Registered Agent

The street address of the Corporation's initial registered office is 5403 S. Lipscomb Street, Tampa, Florida 33611. The name of the Corporation's initial registered agent is Bruce A. Johnson.

#### Article X Incorporator

The name and street address of the incorporator of the Corporation are Bruce A. Johnson, 5403 S. Lipscomb Street, Tampa, Florida 33611.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 28 day of NOV, 2023.

  
\_\_\_\_\_  
Bruce A. Johnson, Incorporator  
5403 S. Lipscomb Street,  
Tampa, Florida 33611

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

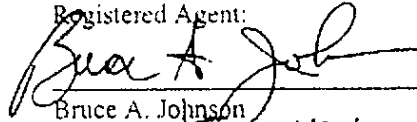
WITNESSETH:

Franklin Street Charitable Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Bruce A. Johnson as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named registered agent, to accept service of process for the above-referenced 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 of Section 617.0503, Florida Statutes.

Registered Agent:

  
\_\_\_\_\_  
Bruce A. Johnson  
Date: 28 NOV 2023

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