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**FLORIDA PROFIT/NON PROFIT CORPORATION**

~~The Pace Foundation, Inc.~~ The Southeast Pace Foundation, Inc.

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ARTICLES OF INCORPORATION  
OF  
THE SOUTHEAST PACE FOUNDATION, INC.

The undersigned incorporator, Timothy O'Hara, a natural person competent to contract, hereby presents these Articles of Incorporation as the Articles of Incorporation of The Southeast Pace Foundation, Inc. (the "Articles") for formation of a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*.

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the corporation is The Southeast Pace Foundation, Inc. (the "Corporation"), and the initial principal office of the Corporation is 34 Bennett, Santa Rosa Beach, Florida 32459. The initial mailing address of the Corporation is 128 Jefferson Walk Circle, Jefferson, Georgia 30549.

ARTICLE II – PURPOSE

The purposes for which the Corporation is organized shall be as follows:

(a) To raise, receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3).

(b) No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no trustee, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) 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 of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III – PRIVATE FOUNDATION CLASSIFICATION

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

**ARTICLE IV – MEMBERSHIP**

The Corporation may have members if provided in the bylaws of the Corporation.

**ARTICLE V – TERM OF EXISTENCE**

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles, the bylaws of the Corporation, and applicable law.

**ARTICLE VI – INCORPORATOR**

The name of the incorporator is Timothy O'Hara, whose address is 34 Bennett, Santa Rosa Beach, Florida 32459.

**ARTICLE VIII – BOARD OF TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees. The trustees shall be elected, removed and/or reelected as provided in the bylaws of the Corporation. The Corporation shall initially have three (3) trustees. The number of trustees may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but there shall never be less than three (3) trustees. The names and addresses of the initial trustees of the Corporation are as follows:

- Timothy O'Hara: 34 Bennett, Santa Rosa Beach, Florida 32459
- Paul Bonicelli: 590 15<sup>th</sup> Street S, Apt 427, Arlington, Virginia 22202
- Todd Marksberry: 5670 Lake Gulch Road, Castle Rock, Colorado 80104

**ARTICLE VII – OFFICERS**

The Corporation shall have such officers consisting of an Executive Director, Secretary, Treasurer, and such other officers as the Board of Trustees of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation. The officers shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees or as otherwise provided in the Corporation's bylaws.

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The names of the officers who are to manage all affairs of the Corporation until the next election are:

Executive Director:	Joshua O'Hara	34 Bennett, Santa Rosa Beach, Florida 32459
Treasurer & Secretary:	Timothy O'Hara	34 Bennett, Santa Rosa Beach, Florida 32459

**ARTICLE IX – AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them and all rights and privileges conferred upon the Board of Trustees and officers of the Corporation are subject to this reservation.

**ARTICLE X – BYLAWS**

The bylaws of the Corporation are to be made, altered, amended, or repealed by the affirmative vote of two-thirds of all trustees then in office at a regular or special meeting of the Board of Trustees called for that purpose.

**ARTICLE XI – DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Board of Trustees of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

No trustee, director or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**ARTICLE XII – REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 34 Bennett, Santa Rosa Beach, Florida 32459, and the name of the registered agent at that address is Timothy O'Hara.

**ARTICLE XIII – EFFECTIVE DATE**

The effective date of these Articles shall be the date these Articles are filed with the office of the Florida Department of State.

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The undersigned incorporator has executed these Articles on the date set forth below.

INCORPORATOR:

DocuSigned by  
Timothy C. O'Hara  
01:22:36 01/26/24  
TIMOTHY O'HARA

Date: 1/26/2024

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of The Southeast Pace Foundation, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

DocuSigned by  
Timothy C. O'Hara  
01:22:36 01/26/24  
TIMOTHY O'HARA

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