

Florida Department of State

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Email Address: jmm@macfar.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
CANDLES FOR CATERPILLARS INC

|                       |         |
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**ARTICLES OF INCORPORATION**  
**OF**  
**CANDLES FOR CATERPILLARS, INC.**

The undersigned, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), adopts the following Articles of Incorporation for such corporation:

**Article I**  
**Name**

The name of this corporation shall be **CANDLES FOR CATERPILLARS, INC.** (the "Corporation").

**Article II**  
**Nonprofit; Non-Stock; Members**

The Corporation is nonprofit. This Corporation is organized on a non-stock basis and no shares of capital stock shall issue. The Corporation shall have no members.

**Article III**  
**Principal Office and Mailing Address**

The principal office of this Corporation shall be located at 646 Poinsettia Road, Belleair, Florida 33756, or such other address within the State of Florida as the Board of Directors may from time to time designate.

The mailing address of this Corporation shall be as follows:

CANDLES FOR CATERPILLARS, INC.  
646 Poinsettia Road  
Belleair, Florida 33756

**Article IV**  
**Initial Registered Agent and Address**

The name of the Corporation's initial registered agent is J. Matthew Marquardt, Esq., and the street address of the Corporation's initial registered office is 525 Court Street Suite 200, Clearwater, Florida 33756. The Corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

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**Article V**  
**Incorporators**

The name and street address of the incorporator of this Corporation is:

| <u>Name</u>                | <u>Address</u>   |
|----------------------------|--|
| J. Matthew Marquardt, Esq. | 625 Court Street, Suite 200<br>Clearwater, Florida 33756 |

**Article VI**  
**Purpose**

This Corporation is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code, including for such purposes, making distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Code, and engaging in any lawful act or activity for which corporations may be formed under the Act, including but not limited to educating the public about the significance of pollinators and native plants, and installing native gardens in schools and public spaces.

**Article VII**  
**Powers and Restrictions**

This Corporation shall have the general power to do all lawful acts, as conferred upon corporations under the Act, including all those things necessary and desirable to carry out the purposes and responsibilities of this Corporation.

Notwithstanding the generality of the foregoing, the powers of this Corporation shall be subject to the following limitations and restrictions:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 VI hereof. 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Code, or the corresponding section of any future federal tax code.

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COUNTY OF HILLSBORO

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(b) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code, or the corresponding section of any future federal tax code.

(c) The Corporation will not engage in any act of self-dealing as defined in §4941(d) of the Code, or the corresponding section of any future federal tax code.

(d) The Corporation will not retain any excess business holdings as defined in §4943(c) of the Code, or the corresponding section of any future federal tax code.

(e) The Corporation will not make any investments in a manner as to subject it to tax under §4944 of the Code, or the corresponding section of any future federal tax code.

(f) The Corporation will not make any taxable expenditures as defined in §4945 of the Code, or the corresponding section of any future federal tax code.

(g) Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### **Article VIII** **Dissolution**

Upon the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after discharging or making provision for the payment of all liabilities of the Corporation, distribute or otherwise dispose of all of the assets of the Corporation to one or more organizations organized and operated exclusively for one or more exempt purposes within the meaning of §501(c)(3) of the Code, or the corresponding section of any future federal tax code, to such other organizations to which contributions are deductible under §170(c)(2) of the Code, or to the federal government or 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 IX** **Directors**

Directors. This Corporation and its affairs shall be governed by and all corporate powers of this Corporation shall be exercised by or under the authority of a board of directors (a "Board of Directors"), except as otherwise specifically required under the Act. The directors (the "Directors") must be natural persons but need not be a resident of the state of Florida. The Board of Directors shall, initially, have three (3) Directors. The

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number of Directors may be increased or decreased from time to time as provided in the bylaws of the Corporation (the "Bylaws") but shall never be less than three (3), or such lesser number as required by the Act, as amended from time to time or any successor provision. The Directors shall be elected and shall hold office for such term(s) as specified in the Bylaws. The names and street addresses of the initial Directors of this Corporation, who shall continue to serve until their successors have been duly elected and qualified, are as follows:

| <u>Name</u>       | <u>Address</u>                                      |
|-------------------|---|
| Stephanie Wheeler | 646 Poinsettia Road<br>Belleair, FL 33752           |
| Amanda Raprager   | 1533 Cumberland Court West<br>Palm Harbor, FL 34683 |
| Kimberly Harris   | 2 Winding Meadow Court<br>Kitchener, Ontario N2N3P8 |

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Limitation of Liability. The personal liability of the Directors for monetary damages for breach of duty as a Director shall be limited to an amount equal to the compensation received by the Director for serving the Corporation during the year of the violation, provided such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation.

Indemnification. The Corporation shall indemnify and advance expenses to its Directors, officers and agents to the fullest extent permitted by the Act; provided, however, that no such indemnification shall be permitted if such indemnification would be inconsistent with the provisions of §501(c)(3) and §170(c)(2) of the Code.

#### **Article X**

##### **Effective Date: Duration**

The existence of the Corporation shall commence on the date these Articles of Incorporation is filed with the Secretary of the State of the state of Florida and shall continue perpetually unless dissolved according to law.

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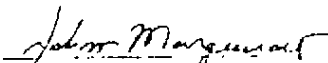
**Article XI**  
**Bylaws**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be, altered, amended or repealed from time to time by the Board of Directors.

**Article XII**  
**Amendment**

This Corporation reserves the right to alter, amend, or repeal any provision contained in these Articles of Incorporation upon the affirmative vote of the Directors.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation this 26<sup>th</sup> day of August, 2024.

  
Matthew Marquardt, Esq., Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 617.415, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

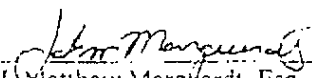
1. The name of the corporation is: CANDLES FOR CATERPILLARS, INC.
2. The name and address of the registered agent and office is:

| <u>Name</u>                | <u>Address</u>   |
|----------------------------|--|
| J. Matthew Marquardt, Esq. | 625 Court Street<br>Suite 200<br>Clearwater, Florida 33756 |

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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 provisions of all statutes relating to the proper and complete performance of my  
duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 26<sup>th</sup> day of August, 2024.

  
J. Matthew Marquardt, Esq.

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