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FLORIDA PROFIT/NON PROFIT CORPORATION
MARK J. DINKEL FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
MARK J. DINKEL FOUNDATION, INC.
A NONPROFIT CORPORATION**

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

**ARTICLE I
NAME AND ADDRESS**

The name of this Corporation is MARK J. DINKEL FOUNDATION, INC. The mailing address and the principal address of the Corporation is 2937 Landmark Way, Palm Harbor, FL 34684.

**ARTICLE II
PURPOSES, RIGHTS AND POWERS**

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable, literary and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or as an organization, contributions to which are deductible under Code Section 170(c)(2).

2. 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 be empowered to make the election authorized under Code Section 501(h). 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.

3. Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall be prohibited from taking any action inconsistent with its maintaining qualification as an exempt organization under section 501(c)(3) of the Code, or inconsistent with the provisions of the Florida Not For Profit Corporation Act.

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

5. It is intended that the corporation shall have the status of an organization that is exempt from federal income tax under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation shall be construed, applied and carried out in accordance with such intent.

ARTICLE III LIMITATIONS

1. 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 II 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code. Such corporations described in the prior sentence are "qualified organizations."
2. 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 Code Section 4942, or the corresponding section of any future federal tax code.
3. The Corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.
4. The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.
5. The Corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.
6. The Corporation will not make any taxable expenditures as defined in Code Section 4945, or the corresponding section of any future federal tax code.

ARTICLE IV DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 V MEMBERS; DIRECTORS

1. The Corporation shall not have any members.
2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

ARTICLE VI INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE VII INDEMNIFICATION

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 311 Park Place Boulevard, Suite 300, Clearwater, Florida 33759, and the name of the initial registered agent of this Corporation at that address is Chestnut Business Services, LLC.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles are:

Nancy J. Dinkel-Irion
2937 Landmark Way
Palm Harbor, FL 34684

IN WITNESS WHEREOF, the undersigned has subscribed her name this 10th day of
September, 2024.

DocuSigned by:

Nancy J. Dinkel-Irion

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NANCY J. DINKEL-IRION

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SECRETARY OF STATE
TALLAHASSEE, FL

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, the MARK J. DINKEL FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Chestnut Business Services, LLC, located at 311 Park Place Boulevard, Suite 300, Clearwater, Florida 33759, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Date: September 10, 2024

CHESTNUT BUSINESS SERVICES,
LLC, a Florida limited liability company

By: 

Michael G. Little, VP

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