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DOMESTICATION
SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC.

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CERTIFICATE OF DOMESTICATION

In accordance with Section 617.1803 of the Florida Statutes, the undersigned director of the SAMUEL M. AND ALMA CATSMAN FOUNDATION, a Michigan corporation (the "Corporation"), do hereby certify the following:

1. The date on which the Corporation was first formed was January 12, 2000.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was Michigan.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was the SAMUEL M. AND ALMA CATSMAN FOUNDATION.
4. The name of the Corporation as set forth in the Articles of Incorporation to be filed by the Corporation pursuant to Sections 617.0202 and 617.0401 of the Florida Statutes with this Certificate of Domestication is the SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication was Michigan.
6. Attached to this Certificate of Domestication are Articles of Incorporation for the Corporation as required by Section 617.1803(2)(b) of the Florida Statutes.
7. This Certificate of Domestication shall become effective upon the date that this Certificate is filed with the Secretary of State of the State of Florida.

I, W. GLENN DEMPSEY, who is a director of the SAMUEL M. AND ALMA CATSMAN FOUNDATION, a Michigan corporation, and who is authorized to sign this Certificate of Domestication on behalf of the Corporation, has done so this 23rd day of July, 2013.



 W. GLENN DEMPSEY, Director

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**ARTICLES OF INCORPORATION
OF THE
SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC.**

I, the undersigned incorporator, hereby form and establish a corporation NOT-FOR-PROFIT under the laws of the State of Florida, and do hereby file these Articles of Incorporation for that reason.

ARTICLE I - NAME

The name of the Corporation is the "SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC."

ARTICLE II - PURPOSE

This Corporation is organized as a not-for-profit Corporation, and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code") and the objects and purposes to be exclusively transacted and carried on are:

1. To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts and property of any sort, without limitation as to amount or value, and use, disburse, or donate the income and principal thereof for exclusively charitable, scientific or educational purposes.

2. No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

5. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future United States internal revenue law, 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 the circuit court 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 III - POWERS

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its officers and directors, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the federal income tax exempt purposes of the Corporation.

ARTICLE IV - PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the activities of the Corporation shall be restricted as follows:

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1. The Corporation shall not carry on any activity not permitted to be carried on (a) by an organization which is described in Code Section 501(c)(3) of the Code which is exempt from federal income tax under Sections 501(a), or (b) of the Code by an organization, contributions to which are deductible under Section 170(c)(2) of the Code;

2. In the event the Corporation is determined to be a "private foundation", as that term is defined in Section 509(a) of the Code, then for the purpose of complying with the requirements of Section 508(e) of the Code, for all taxable years commencing on or after the date on which these articles were filed, the Corporation shall not:

(a) Engage in any act of "self-dealing" as defined in Section 4941(d), which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(b) Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(c) Make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944 of the Code; and

(d) Make any "taxable expenditures" as defined in Section 4945(d), which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

3. During the period the Corporation is deemed to be a "private foundation", the Corporation shall distribute, for the purposes specified in these Articles, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

ARTICLE V - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock.

ARTICLE VI - PRINCIPAL OFFICE AND REGISTERED AGENT

The location of the Corporation's principal place of business is 250 S. Australian Avenue, Suite 601, West Palm Beach, Florida 33401, and the name of the Registered Agent of the Corporation at that address is W. GLENN DEMPSEY. The Board of Directors may from time to time move the Registered Office to any other street address in the state of Florida and may establish branch and other offices within or without the state of Florida.

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ARTICLE VII – MEMBERS

The Members of this Corporation shall consist of the first Board of Directors, and such other persons as qualify for membership in accordance with the By-Laws of the Corporation. The By-Laws of this Corporation may provide for classes of membership.

ARTICLE VIII – DURATION

The term for which this Corporation shall exist is perpetual.

ARTICLE IX – OFFICERS

The Corporation shall have a President, Vice-President, Secretary and Treasurer and may have additional and assistant officers as determined by the Board of Directors from time to time. A person may hold more than one office. The officers shall be elected or appointed and shall have such duties as are provided in the By-Laws.

The following persons shall serve as the officers of the Corporation from its inception, and until their successors are duly elected and qualified:

<u>Name</u>	<u>Office</u>
ALMA CATSMAN	President
BEVERLY CONTWAY	Vice-President
W. GLENN DEMPSEY	Vice-President
W. GLENN DEMPSEY	Treasurer
BEVERLY CONTWAY	Secretary

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ARTICLE X - DIRECTORS

The Board of Directors of this Corporation shall consists of not more than three (3) persons nor less than one (1) person. In the event of a vacancy on the Board of Directors by reason of the resignation, removal or increase in the number of persons on the board, the remaining directors by unanimous vote may fill such vacancy in the event that the vacancy shall reduce the number of the directors on the board to less than one (1) person. Any director may resign his or her office and such resignation shall be effective when submitted in writing to both the President and the Secretary of the Corporation. The directors shall be elected as provided in the By-Laws.

The names and street addresses of the initial Board of Directors is as follows:

ALMA CATSMAN
7190 Mallorca Crescent
Boca Raton, Florida 33433

BEVERLY CONTWAY
4780 N.W. 82nd Court
Ocala, Florida 34482

W. GLENN DEMPSEY
250 S. Australian Avenue, Suite 601
West Palm Beach, Florida 33401

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ARTICLE XI - BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the Board of Directors in any manner permitted by the By-Laws provided such amendment, alteration or rescission is in accord with the purposes of the Corporation as set forth in these Articles.

ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION


These Articles of Incorporation may be amended by a majority vote of the entire Board of Directors at any regular or special meeting where such proposed action has been incorporated in the notice of the meeting or referred to in a waiver of such notice duly signed by all the directors of the Corporation. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member, director or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XIII - INCORPORATOR

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

W. GLENN DEMPSEY
250 S. Australian Avenue, Suite 601
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 23rd day of July, 2013.



W. GLENN DEMPSEY

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of July, 2013, by W. GLENN DEMPSEY, who is either personally known to me or who has produced his driver's license as identification.


Notary Public State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, **SAMUEL M. AND ALMA CATSMAN FOUNDATION, INC.**, a not for profit corporation, desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named **W. GLENN DEMPSEY**, whose address is 250 S. Australian Avenue, Suite 601, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: July 23, 2013



W. GLENN DEMPSEY

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