



LUTHERAN
BROTHERHOOD

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Joel G. Daunic, TIC
District Representative

225 South Swoope Avenue, Suite 104
Mallard, FL 32751
Bus: (407) 740-6663
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November 13, 1996

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Department Of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

RE: The Mickey Norton Foundation, Inc.
a Not For Profit Corporation
Articles of Incorporation

Gentlemen/Ladies:

Enclosed please find the check of Joel G. Daunic, #2772, drawn on Lutheran Brotherhood Money Market Fund, in the amount of One Hundred Twenty-two Dollars and Fifty Cents (\$122.50) to file the Articles the above referenced corporation. You may forward the file stamped copies of these Articles, and any other materials, directly to me at the above address.

Please also feel free to call me at this office if you require information. Thank you.

Sincerely,

Joel G. Daunic

P.S. This money also covers certified copy. Please return the enclosed envelope.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 20 1996

BSB

ARTICLES OF INCORPORATION
OF
The Mickey Norton Foundation, Inc.

The undersigned, acting as incorporators of a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be
The Mickey Norton Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the Principal Office of this Corporation shall be:
225 S. Swoope #104, Maitland, FL 32751

The mailing address of this Corporation shall be:
225 S. Swoope #104, Maitland, FL 32751

**ARTICLE III
DURATION OF CORPORATION**

The duration of this Corporation shall be perpetual, unless sooner terminated by the Directors.

**ARTICLE IV
PURPOSE OF CORPORATION**

This Corporation is organized as a non-profit corporation, shall not operate for pecuniary profit and specifically this corporation is organized and shall be operated exclusively for those educational, scientific and charitable purposes permissible under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), including without limitation distributing funds to organizations that qualify as exempt organizations under Section 501(c)(3) sponsor and otherwise support amateur athletic teams and leagues of teams in Central Florida for men, women and youth from the ages of eight (8) years to eighteen (18) years of age, including but not limited to basketball, baseball, softball and football, and to assist or supplement any other program or activity carried on by other such associations or to fund any program or activity which such association may not be able to afford to fully fund itself, and for other charitable purposes through the activities that may be determined by its Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notwithstanding the purposes set forth in this Article, this corporation shall not take any action, perform any function, or operate in any manner that would be in conflict with or in any way violate the laws, rules, regulations, and policies governing the operation of any state or local school athletic association or amateur athletic association, or the policies of any such association. Any funds provided by this corporation to or for the benefit of any athletic association shall be in furtherance of the goals and objectives of such association.

ARTICLE V LIMITATIONS

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 III. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Anything in these Articles of Incorporation to the contrary notwithstanding, the purposes for which this corporation is organized are limited exclusively to those purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purpose, the making of distributions to organizations which qualify as tax exempt organizations under the Code. The corporation, therefore, shall not carry on any activities not permitted to be carried on by an organization exempt from the Federal income tax section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, if in any year the corporation is treated as a private foundation under Section 509 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law):

1. The corporation will distribute its income for such tax 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 later federal tax laws;
2. The corporation will 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 later federal tax laws;

3. The corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws;

4. The corporation will 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 later federal tax laws; and

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VI MEMBERSHIP & PROPERTY DISTRIBUTION

(A) This corporation is organized on a non stock, non-membership basis as defined in Chapter 617 of the Florida Statutes. There shall be no members and the Board of Directors shall make all policy decisions - other than those decisions required for day-to-day operations - as stated below and in the By-Laws.

(B) The members of the Board of Directors of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any Director on the dissolution or winding up of this corporation. Directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of this corporation, and shall not be subject to any assessments.

(C) No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any Director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the Board of Directors shall determine, and as shall at the time qualify as a tax exempt organization under the Internal Revenue Code Section 501 (c)(3) as the same may be amended.

ARTICLE VI RIGHTS, POWERS AND DUTIES

(A) The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be no fewer than five (5) nor more than nine (9); provided, however, that either such number may be changed by a by-law duly adopted pursuant to the bylaws of this corporation. Initially, there shall be five appointed Directors, as named hereafter.

(B) The Directors named herein as the first Board of Directors shall hold office until the first meeting of Directors, to be held on February 10, 1997, at Twelve Noon, at 225 S. Swoope #104, Maitland, FL 32751, at which time an election of Directors shall be held by the said Directors named herein.

(C) Directors shall be elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the second annual meeting of Directors and until the qualification of the successors in office. Annual meetings shall be held at Twelve Noon, on the second Monday in February of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

(D) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of the law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

(E) Subject to the limitations contained in the by-laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the bylaws.

(F) The names and addresses of the persons who are to serve as the initial Directors are:

Edward M. Norton
492 King St.
Oviedo, FL 32765

Joel G. Daunic
225 S. Swoope #104
Maitland, FL 32751

Robert Ottewill
6495 Happy Canyon Dr., 11 Unit 37
Denver, CO

Gerald Asher, Esq.
96 Chichester Rd.
Huntington, NY 11743

and

Joseph Dionne, c/o McGraw-Hill, Inc.
1221 Avenue of the Americas
New York, NY

ARTICLE VII INCORPORATOR OF CORPORATION

The name and address of the incorporator is:

Joel G. Daunic
225 S. Swoope #104
Maitland, FL 32751

ARTICLE VIII OFFICERS OF THE CORPORATION

The Board of Directors shall elect the following officers:

President, Vice-Presidents, Treasurer, and Secretary, and such other officers as the by-laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

Until such election is held, the following persons shall serve as corporate officers:

President	Edward M. Norton
Vice-President	Edward M. Norton, Jr.
Treasurer	Mary Byerly
Secretary	Joel G. Daunic

ARTICLE IX INITIAL REGISTERED AGENT

The Initial Registered Agent to receive service of process and all notices to this corporation and to perform all other duties and responsibilities Chapter 617.0503, Florida Statutes shall be:

Joel G. Daunic
225 S. Swoope #104
Maitland, FL 32751

ARTICLE X DISSOLUTION

Upon the dissolution or winding up of the corporation, the Board of Directors, after paying or making provision for the payment of all the debts and liabilities of the corporation, shall distribute all of the assets of (or proceeds from the sale of) the corporation to a not for profit fund, foundation, or corporation exclusively in furtherance of the purposes of this corporation, such recipient being organized and operated exclusively for charitable or

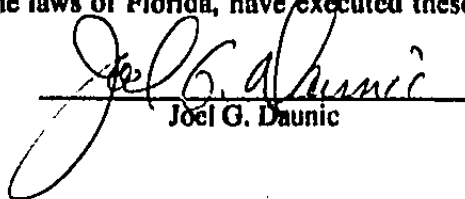
educational purposes not inconsistent with the corporate intent of this corporation to benefit the lives of senior citizens. Such recipient shall be one that has established its a tax free status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Any assets not disposed of in accordance with the foregoing shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, as said Court shall determine.

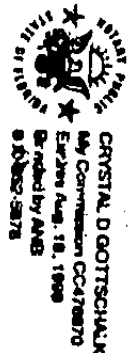
ARTICLE XI AMENDMENTS

The Articles of Incorporation may be amended at any time and from time to time by a majority vote of the members of the Board of Directors present at any meeting, provided that at least Ten (10) days written notice is given of the intention to take such action. Such Amendment shall then be presented to a quorum of the members for their vote. Amendments may be adopted by a vote of a majority of a quorum of the members of the corporation.

IN WITNESS WHEREOF, I, Joel G. Daunic, the undersigned Incorporator of The Mickey Norton Foundation, Inc. for the purpose of forming this Not For Profit Charitable Corporation under Chapter 617 of the laws of Florida, have executed these Articles of Incorporation on November 13, 1996.

State Of Florida
County of Orange

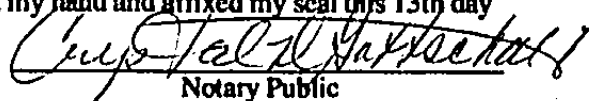

Joel G. Daunic



BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joel G. Daunic, personally known to me and known by me to be the person who executed these foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles.

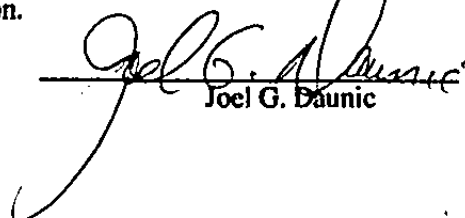
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 13th day of November, 1996.

☒ Personally Known to Notary ☐ Produced ID
Type of ID Produced


Notary Public

CONSENT OF REGISTERED AGENT

I, Joel G. Daunic, hereby consent to serve as Registered Agent of The Mickey Norton Foundation, Inc., Inc., a Not For Profit Florida Corporation, to receive service of process and all notices to this corporation.


Joel G. Daunic