



BRAXTON DARYL JOHNSON FOUNDATION, INC

A Florida Non-profit Corporation

**AMENDED ARTICLES OF
INCORPORATION**

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be Braxton Daryl Johnson Foundation, Inc. The business of the corporation may be conducted as Braxton Daryl Johnson Foundation, Inc., or as Braxton Daryl Johnson Foundation.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

Braxton Daryl Johnson Foundation, Inc., is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

3.02 Non-Profit

Braxton Daryl Johnson Foundation, Inc., is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

Braxton Daryl Johnson Foundation, Inc., is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Braxton Daryl Johnson Foundation, Inc., 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Braxton Daryl Johnson Foundation, Inc., is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Braxton Daryl Johnson Foundation, Inc., of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Braxton Daryl Johnson Foundation, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Braxton Daryl Johnson Foundation, Inc., hereunder shall be selected by the discretion of a majority of the managing body of the Braxton Daryl Johnson Foundation, Inc., and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Braxton Daryl Johnson Foundation, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
BOARD OF DIRECTORS

5.01 Governance

Braxton Daryl Johnson Foundation, Inc., shall be governed by its board of directors.

5.02 Directors

The directors of the corporation shall be Daryl L. Johnson, Tammy P. Johnson, Kassidy A. Johnson, Tamina L. Johnson, Kindall J. Hayes, Michael N. Pearson, Ann Morricks, Dr. Keith Berry, and Justin Helicki

ARTICLE VI
MEMBERSHIP

6.01 Membership

Braxton Daryl Johnson Foundation, Inc., shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

Braxton Daryl Johnson Foundation, Inc.
18411 Keystone Grove Blvd.
Odessa, FL 33556

The mailing address of the corporation is:

Braxton Daryl Johnson Foundation, Inc.
18411 Keystone Grove Blvd.
Odessa, FL 33556

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Daryl L. Johnson
18411 Keystone Grove Blvd.
Odessa FL 33556

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Daryl L. Johnson
Tammy P. Johnson
Kassidy A. Johnson
Tamina L. Johnson
Kindall J. Hayes

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Braxton Daryl Johnson Foundation, Inc., were approved by the board of directors on 09-27-2016 and constitute a complete copy of Articles of Incorporation of the Braxton Daryl Johnson Foundation, Inc.,

Daryl L. Johnson 18411 Keystone Grove Blvd Odessa FL 33556_____

Tammy P. Johnson 18411 Keystone Grove Blvd Odessa FL 33556_____

Kassidy A. Johnson 672 Whitesboro Ave Memphis TN 38109_____

Tamina L. Johnson 18411 Keystone Grove Blvd Odessa FL 33556_____

Kindall J. Hayes 18411 Keystone Grove Blvd Odessa FL 33556_____

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Daryl L. Johnson, agree to be the registered agent for Braxton Daryl Johnson Foundation, Inc., as appointed herein.

NAME, Registered Agent

Date: _____