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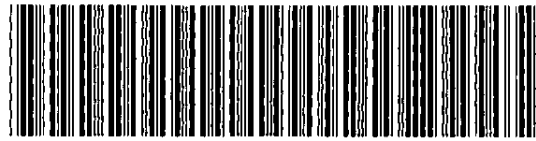
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C. GOLDEN  
APR 20 2017

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 607394 4321805

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : April 19, 2017

ORDER TIME : 10:08 AM

ORDER NO. : 607394-010

CUSTOMER NO: 4321805

DOMESTIC FILING

NAME: ORLANDO SENTINEL FAMILY FUND  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender - EXT.

EXAMINER'S INITIALS: \_\_\_\_\_

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ARTICLES OF INCORPORATION

2017 APR 20 PM 4: 55

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORLANDO SENTINEL FAMILY FUND INC.

The undersigned, in order to form a nonprofit corporation under Chapter 617 of the Florida Statutes, hereby executes the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the corporation is Orlando Sentinel Family Fund Inc.

**ARTICLE 2. PRINCIPAL OFFICE**

The address of the principal office of the corporation shall be:

633 N. Orange Avenue  
Orlando, FL 32801

**ARTICLE 3. PURPOSES**

**3.1 Purposes**

The corporation is organized exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), including, without limitation, making grants to other organization that are tax exempt under Section 501(c)(3) of the Code.

**3.2 Limitations**

**3.2.1 Nonprofit Status**

The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation to its Directors or officers for services rendered, and to make payments and distributions in furtherance of the purposes of the corporation and subject to the limitations of Sections 3.2.2 and 3.2.3 of these Articles of Incorporation.

### **3.2.2 Distributions; Dissolution**

No Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Directors of the corporation (the "**Board of Directors**"), for a purpose or purposes similar to those set forth in Section 3.1 of these Articles of Incorporation, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Superior Court of Broward County, Florida, exclusively for a Section 501(c)(3) of the Code purpose or purposes similar to those set forth in Section 3.1 of these Articles of Incorporation, or to such organization or organizations, as said court shall determine, that are organized and operated for similar Section 501(c)(3) of the Code purposes.

### **3.2.3 Prohibited Activity**

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, except to the extent that an organization exempt from federal income tax under Section 501(c)(3) of the Code can engage in such activities without incurring any penalties, excise taxes or losing its status as an organization exempt from federal income tax under Section 501(c)(3) of the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities that characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any excess benefit transaction as defined in Code Section 4958(c).

(d) The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code that would subject the corporation to tax under Section 4943 of the Code, from making any investments that would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is

deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

### **3.3 Powers**

In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the Bylaws of the corporation, the corporation shall have the authority to (a) engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 of these Articles of Incorporation and (b) exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

## **ARTICLE 4. MANNER OF ELECTION OF DIRECTORS**

The manner in which the Directors are elected shall be determined in the manner provided by the Bylaws of the corporation. The number of Directors of the corporation and may be increased or decreased from time to time in the manner provided therein.

## **ARTICLE 5. INITIAL DIRECTORS**

The number of Directors constituting the initial Board of Directors shall be three. The names and addresses of the persons who are to serve as the initial Directors are as follows:

Michael Ferro  
435 N Michigan Ave, Ste 1100  
Chicago, IL 60611

Justin Dearborn  
435 N Michigan Ave, Ste 1100  
Chicago, IL 60611

Terry Jimenez  
435 N Michigan Ave, Ste 1100  
Chicago, IL 60611

## **ARTICLE 6. NO MEMBERS**

The corporation shall have no members.

## **ARTICLE 7. LIMITATION OF DIRECTOR LIABILITY**

To the full extent that Chapter 617 of the Florida Statutes (as it exists on the date hereof or as it may hereafter be amended) permits the limitation or elimination of the liability of Directors, a Director of the corporation shall not be liable to the corporation or

its members, if any, for monetary damages for conduct as a Director. Any amendments to or repeal of this Article 7 shall not adversely affect any right or protection of a Director of the corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If Chapter 617 of the Florida Statutes is amended in the future to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of a director for the corporation shall be eliminated or limited to the full extent permitted by Chapter 617 of the Florida Statutes, as so amended, without any requirement of further action by the corporation.

#### **ARTICLE 8. INDEMNIFICATION**

To the fullest extent permitted by Florida law, the corporation is authorized to provide indemnification of its directors, officers, employees and incorporators.

#### **ARTICLE 9. REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, FL 32301 and the name of its initial registered agent at such address is Corporation Service Company.

#### **ARTICLE 10. AMENDMENT TO ARTICLES OF INCORPORATION**

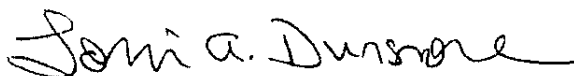
The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law.

#### **ARTICLE 11. INCORPORATOR**

The name and address of the incorporator of the corporation are as follows:

Lorri A. Dunsmore  
1201 Third Avenue, Suite 4900  
Seattle, WA 98101

Dated: Apr 11 19, 2017



Lorri A. Dunsmore, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity  
Corporation Service Company

By:

Required Signature/Registered Agent



4/20/17

Date

Lydia Cohen  
Asst. Vice President

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