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FLORIDA PROFIT/NON PROFIT CORPORATION  
ENDANGERED: ART FOR APES, INC.

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**ARTICLES OF INCORPORATION  
OF  
ENDANGERED: ART FOR APES, INC.  
(A Florida Not For Profit Corporation)**

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act (the "Act"), as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

**ARTICLE I  
NAME**

The name of the corporation shall be: "ENDANGERED: Art for Apes, Inc." (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE; REGISTERED AGENT**

The initial principal place of business and mailing address of the Corporation shall be 7743 Fisher Island Drive, Miami Beach, Florida 33109.

The name of the initial registered agent of the Corporation is Corporate Creations Network Inc., whose address is in Palm Beach County at 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410.

**ARTICLE  
PURPOSES**

3.1 The Corporation is a not-for-profit corporation and is organized and shall be operated exclusively for charitable, scientific, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code").

3.2 The specific purposes of the Corporation shall be to organize art shows, competitions and other events to focus attention on all that is ENDANGERED in our world.

3.3 No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or to any other person (except that the Corporation may pay reasonable compensation for services rendered for or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director 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.

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3.4 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, nor shall it engage in any other activity that would cause it to lose its tax exempt status. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

3.5 Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, 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.

3.6 Upon the dissolution of the Corporation, the board of directors (the "Board") of the Corporation will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner consistent with the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not disposed of in accordance with this section for any reason shall be disposed of by the proper Court of the county in which the principal office of the Corporation is then located, in such manner and to such exempt organization or organizations under Section 501(c)(3) of the Code as such Court shall determine.

**ARTICLE IV  
BYLAWS**

The Board may adopt and amend the Bylaws of the Corporation for the conduct of its business and the carrying out of its purposes as the Board may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

**ARTICLE V  
DIRECTORS AND OFFICERS**

The Board shall initially consist of three (3) directors. The number of directors and the manner in which the members of the Board are elected or appointed shall be as provided in the Bylaws. The names and addresses of the initial directors of the Corporation are:

| <u>Name</u>      | <u>Address</u>                                    |
|------------------|---|
| Lindsey Matheson | 7743 Fisher Island Drive<br>Miami Beach, FL 33109 |
| Susan Ekas Dupré | 2870 Bracci Drive<br>St. James City, FL 33956     |



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exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding (whether civil or criminal) by reason of the fact that he or she is or was a non-officer employee or agent of the Corporation, or is or was serving at the request of the Corporation as a non-officer employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. For the avoidance of doubt, indemnification pursuant to the immediately foregoing sentence shall be at the sole and exclusive discretion of the Board, and no person falling within the purview of the immediately foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE IX  
AMENDMENT**

These Articles of Incorporation may be amended or amended and restated only by a vote of a majority of the members of the Board at a meeting at which a quorum of the members of the Board is present.

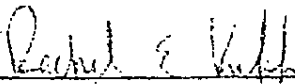
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this [3rd] day of August, 2017.

  
Lindsey Matheson, Incorporator

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CONSENT OF REGISTERED AGENT  
OF  
ENDANGERED: ART FOR APES, INC.

The undersigned Corporate Creations Network Inc., whose address is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410, hereby accepts appointment as the initial registered agent of **ENDANGERED: Art for Apes, Inc.**, a Florida Not For Profit Corporation, and accepts the obligations provided for in Section 617.05011, Florida Statutes.

  
\_\_\_\_\_  
Rachel Kauffman, Authorized Representative

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