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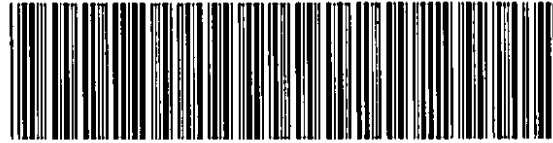
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**NOSTRO JONES**  
ATTORNEYS AT LAW

Louis Nostro  
Florida Board Certified in  
Taxation and Wills, Trusts & Estates

Direct Dial: (786) 220-8585  
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**PERSONAL AND CONFIDENTIAL**

October 3, 2018

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Margaret J. Antonier Foundation, Inc.**

Dear Margaret:

We enclose for filing the Articles of Incorporation for the formation of the Margaret J. Antonier Foundation, Inc. We also enclose a check in the amount of \$78.25 to cover the filing fee and certificate of status.

Please contact me if you have any questions.

Sincerely,



Louis Nostro

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**MARGARET J. ANTONIER FOUNDATION, INC.**

The undersigned, acting as the authorized representative of the organizing members of a Florida not for profit corporation under the Florida Not For Profit Corporation Act, hereby files these Articles of Incorporation forming **MARGARET J. ANTONIER FOUNDATION, INC.**, a Florida not for profit corporation (the "Corporation").

**ARTICLE I**  
**NAME AND ADDRESS**

(a) The name of the Corporation shall be **MARGARET J. ANTONIER FOUNDATION, INC.**

(b) The street and the mailing address of the principal office of the Corporation shall be c/o Robert R. Roop, 10801 Corkscrew Road, Suite 305, Estero, Florida 33928.

**ARTICLE II**  
**TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in paragraph (b), the purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or

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distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall distribute its income for each taxable 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 the corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(10) Notwithstanding any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE IV** **POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not for profit corporations.

#### **ARTICLE V** **MEMBERS**

(a) The Corporation shall have one class of members.

(b) The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the Corporation.

**ARTICLE VI**  
**DIRECTORS**

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

Margaret J. Antonier  
10801 Corkscrew Rd.  
Suite 305  
Estero, FL 33928

Robert R. Roop  
10801 Corkscrew Road  
Suite 305  
Estero, Florida 33928

Marty Steinberg  
c/o Hogan Lovells US LLP  
600 Brickell Avenue  
Miami, Florida 33131

(c) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least three (3) directors.

**ARTICLE VII**  
**BYLAWS**

The bylaws of the Corporation shall be adopted by the directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

**ARTICLE VIII**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

The procedure for amending these Articles shall be as prescribed by Florida law.

**ARTICLE IX**  
**DISSOLUTION**

In the event of dissolution of the Corporation or the winding up of its affairs, the residual assets of the Corporation will be turned over to (1) one or more organizations which is or are exempt as an organization or organizations described in Sections 501(c)(3) and 170(c)(2) of the

Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or (2) the Federal, State or local government for exclusive public purposes.

**ARTICLE X**  
**REGISTERED OFFICE AND REGISTERED AGENT**

- (a) The street address of the Corporation's registered office is Robert B. Roop, 10801 Corkscrew Rd., Suite 305, Estero, Florida 33928.
- (b) The name of the Corporation's registered agent at that address is Robert B. Roop.

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

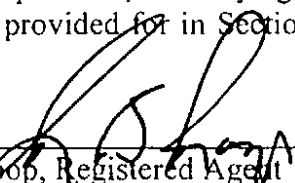
Margaret J. Antonier  
10801 Corkscrew Rd., Suite 305  
Estero, Florida 33928

IN WITNESS WHEREOF, I have executed these Articles on September 26, 2018.

  
\_\_\_\_\_  
MARGARET J. ANTONIER, President/Director

**CERTIFICATE OF ACCEPTANCE**

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Sections 617.0501 and 617.0503 of the Florida Statutes.

  
\_\_\_\_\_  
Robert R. Roop, Registered Agent

Date: September 26, 2018.