

11/16/2018

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FOREIGN PROFIT/NONPROFIT CORPORATION
Carol Kimmelman Academic and Athletic Campus, Inc.

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**ARTICLES OF INCORPORATION
OF
CAROL KIMMELMAN ACADEMIC AND ATHLETIC CAMPUS, INC.**

A Florida Not For Profit Corporation

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: CAROL KIMMELMAN ACADEMIC AND ATHLETIC CAMPUS, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal place of business of the Corporation shall be c/o Gunster, Yoakley & Stewart, 777 S. Flagler Drive, Suite 500 E, West Palm Beach, Florida 33401.

**ARTICLE III
MAILING ADDRESS**

The initial mailing address of the Corporation shall be c/o Gunster, Yoakley & Stewart, 777 S. Flagler Drive, Suite 500 E, West Palm Beach, Florida 33401.

**ARTICLE IV
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, scientific, literary, 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").

2. Without limitation of other charitable, scientific, literary, or educational purposes, a principal purpose of the Corporation in collaboration with other charitable organizations is to offer sports and academic enrichment services and programs to underprivileged youth in the greater Los Angeles, California area.

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 to 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.

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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

5. Notwithstanding any other provision of these Articles of Incorporation, 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.

6. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the Corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

7. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets (if any) of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets (if any) not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE V ELECTION OF DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE VI MEMBERSHIP

The Corporation may have a member. The existence, qualifications, and rights of any member shall be as set forth in the Bylaws of the Corporation.

ARTICLE VII
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and initial registered office for the Corporation shall be GY Corporate Services, Inc. with such office located at Brickell World Plaza, 600 Brickell Avenue, Suite 3500, Miami, Florida 33131.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is as follows:

Mitchell D. Schepps
777 South Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 15th day of November, 2018.

/s/ Mitchell D. Schepps

Mitchell D. Schepps, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles, GY CORPORATE SERVICES, INC. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY CORPORATE SERVICES, INC. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.

GY CORPORATE SERVICES, INC.

By: /s/ David G. Bates
Print Name: David G. Bates
Title: Vice President

Date: November 15, 2018