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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**MURIEL, MURRAY AND ROBERT SMITH FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
MURIEL, MURRAY AND ROBERT SMITH FOUNDATION, INC.**

The undersigned, acting as incorporator of the **Muriel, Murray and Robert Smith Foundation, Inc.**, under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986<sup>1</sup> (the "Code"), submits the following Articles of Incorporation.

**FIRST:** The name of the corporation shall be **MURIEL, MURRAY AND ROBERT SMITH FOUNDATION, INC.** (the "Corporation").

**SECOND:** The mailing address of the Corporation, and the street address of its principal office, is c/o Richard M. Kwal, C.P.A., 169 E. Flagler St., Suite 800, Miami, Florida 33131.

**THIRD:** The street address of the registered office of the corporation is 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131, and its registered agent at that address is Law Center of Florida, Inc.

**FOURTH:** The corporation is organized and shall be operated exclusively for charitable, educational, and literary purposes set forth in §501(c)(3) of the Code. The Corporation shall have all powers granted to corporations not for profit under the laws of the State of Florida, except that it shall have no powers inconsistent with the express terms and provisions of these Articles of Incorporation, and the corporation shall neither have nor exercise powers, nor operate for any other purposes, which would prevent it from qualifying as an exempt organization under §170(c)(2) and §501(c)(3) of the Code.

**FIFTH:** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers, or private individuals, but the

<sup>1</sup> Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth above.

**SIXTH:** It is intended that this Corporation shall have the status of a corporation which is exempt from federal taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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. Regardless of any other provision of these Articles to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by a corporation (a) exempt from federal income tax under §501(c)(3) of the Code, or (b) contributions to which are deductible under §170(c)(2) of the Code.

**SEVENTH:** The provisions for qualification of members, class of members, and the manner of their admission shall be in the bylaws of the Corporation.

**EIGHTH:** Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all its liabilities, distribute the assets of the Corporation in accordance with Chapter 617 of the Florida Statutes but only to one or more organizations described in §501(c)(3) and §170(c)(2) of the Code at the time of such distribution.

**NINTH:** Management activities of the Corporation shall be vested in a board of directors. All matters concerning such directors, including their qualifications, number, method of election, removal quorum, voting, meetings and notice thereof, shall be set forth in the bylaws of the Corporation.

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**TENTH:** The name and address of the incorporator is Jeffrey S. Hagen, 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12<sup>th</sup> day of November, 2019.

  
\_\_\_\_\_  
Jeffrey S. Hagen, Esq.  
Sole Incorporator

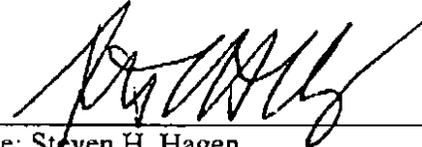
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of the **Muriel, Murray and Robert Smith Foundation, Inc.**, the undersigned accepts such appointment and agrees to act in such capacity, to comply with the provisions of Chapter 617 of the Florida Statutes, and is familiar with, and accepts, the obligations of that position.

Dated this 12<sup>th</sup> day of November, 2019.

LAW CENTER OF FLORIDA, INC

By: 

Name: Steven H. Hagen

Title: Vice President

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