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FLORIDA PROFIT/NON PROFIT CORPORATION  
Magro Family Foundation Inc.

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6/14/2023*

**ARTICLES OF INCORPORATION  
OF  
MAGRO FAMILY FOUNDATION INC.  
(A Florida Nonprofit Corporation)**

The Undersigned, being competent to contract, does subscribe to these Articles of incorporation and acts as Incorporator for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation shall be **Magro Family Foundation Inc.**

**ARTICLE II  
ADDRESSES OF THE CORPORATION**

The physical address and mailing address of the corporation are both:

**4942 S Le Jeune Rd., Coral Gables, Florida 33146**

**ARTICLE III  
DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE IV  
PURPOSES**

(a) The corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code including, but not limited to, the specific purpose of building character and physical fitness for underprivileged and at-risk youth through martial arts training.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. The corporation shall not confer any private benefit upon any individuals or entities that are more than incidental to the corporation's exempt purpose

(c) No part of the activities of the corporation shall be the carrying on of propaganda

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or otherwise attempting to influence legislation or assisting any political campaign on behalf of any candidate for office.

(d) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by any organization to which contributions are deductible under Section 170(c) of such Code and regulations issued thereunder.

(e) Whenever the corporation is a private foundation as defined in I.R.C. § 509(a), the income of the corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. § 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification, which would give rise to a penalty excise tax under I.R.C. Chapter 42.

**ARTICLE V**  
**MEMBERS**

The corporation shall have no members.

**ARTICLE VI**  
**DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three (3), and in no event shall the directors be personally liable for the debts or obligations of the corporation.

The name and address of the members of the initial Board of Directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>Ricardo Andrade Magro</b>	<b>6921 Sunrise Place, Coral Gables, Florida 33133</b>
<b>Ana Paula Prado Contti</b>	<b>3590 Crystal View Court, Miami, Florida 33133</b>
<b>André Machado de Gusmão</b>	<b>1657 N Miami Ave, Miami, Florida 33136</b>

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**ARTICLE VII**  
**TERMINATION**

Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation hereunder shall be selected at the discretion of the Board of Directors (or by a court of law if no such Directors are available to make such selection) who shall consider a qualifying Section 501(c)(3) entity(ies) which carries on a similar purpose to the corporation.

**ARTICLE VIII**  
**AMENDMENTS**

Any amendment to the Articles of Incorporation may be adopted by either (1) the approval of a majority of the Board of Directors at a meeting duly called and convened under the bylaws or (2) the unanimous written consent of the Board of Directors.

**ARTICLE IX**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of the Corporation shall be CT Corporation System, and the street address of the registered official shall be 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE X**  
**INCORPORATOR**

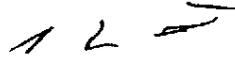
The Incorporator of the corporation is as follows:

**Richard L. Winston, Esq., 1395 Brickell Avenue, Suite 800, Miami, Florida 33131**

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**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida on this 5th day of June, 2020.



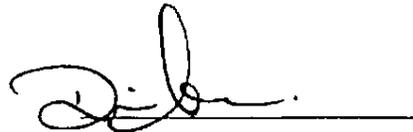
Richard L. Winston  
Incorporator

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

I hereby certify, that on this day, before me, a notary public duly authorized in the State of Florida, County of Miami-Dade, to take acknowledgements, the undersigned, Richard L. Winston, executed the foregoing Articles of Incorporation, and he acknowledged that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

Official Notary Signature and Seal

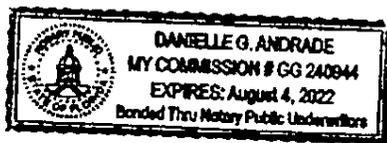
Signature



Printed, Typed or Stamped Name

Exp 08/04/22

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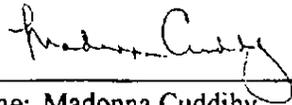
**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Florida Statutes and these Articles of Incorporation of the Magro Family Foundation Inc., the undersigned Registered Agent does hereby State that it is familiar with and accepts the obligations of its position as Registered Agent and designates as its location for service of process as:

CT Corporation System  
1200 S. Pine Island Road  
Plantation, Florida 33324

The undersigned shall serve as Registered Agent until otherwise removed or it resigns pursuant to the laws of the State of Florida.

CT Corporation System

By:   
Name: Madonna Cuddihy  
Title: Assistant Secretary

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