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FLORIDA PROFIT/NON PROFIT CORPORATION

Staring at the Future Foundation, Inc.

Certificate of Status	1
Certified Copy	1
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ARTICLES OF INCORPORATION
OF THE
STARING AT THE FUTURE FOUNDATION, INC.

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I-NAME

The name of the Corporation is the Staring at the Future Foundation, Inc. (the "Corporation").

ARTICLE II-PURPOSES

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation shall carry out the following purposes:

- (A) The Corporation will aim to:
 - (i) Promote healthcare and equity for all;
 - (ii) Promote health equity;
 - (iii) Fund remote education and after school care in underserved communities;
 - (iv) Develop social services in underserved communities;
 - (v) Promote equity in housing;
 - (vi) Promote entrepreneurship in underserved populations;
 - (vii) Promote upward mobility for underserved communities; and
 - (viii) Support colleges and universities.
- (B) The Corporation will promote greater equity at the community level, through the advancement of:
 - (i) health access, outreach, and education;
 - (ii) access to educational opportunities, and
 - (iii) greater social and financial well-being.
- (C) The Corporation will focus on the well-being of those in need, and advance the status of poor, disadvantaged, homeless, and marginalized children, young adults and families;
- (D) The Corporation will advance equal access to social services and advance civil rights, freedom, and property rights;
- (E) The Corporation will promote the expansion and advancement of business, innovation, and technology, particularly for underserved communities and populations;

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- (F) The Corporation will advance social equity by addressing inequalities in:
 - (i) Education;
 - (ii) access to justice; and
 - (iii) fairness of social policy
- (G) The Corporation will support equal access to, and education in, modern technologies in underserved communities;
- (H) The Corporation will support the growth and development of community, lifestyle, housing, and commercial enterprise in underserved communities; and
- (I) The Corporation will conduct any and all lawful affairs in furtherance of the foregoing purpose as are lawful and proper to corporations formed under the Florida Not For Profit Corporation Act and exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III-MEMBERS

The Corporation shall not have members.

ARTICLE IV- DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of four members. The number of directors may be increased or decreased from time to time as set forth in the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Pharrell Williams	c/o David Bolno 10960 Witshire Blvd., 5th Floor Los Angeles, CA 90024
Stuart Miller	c/o Brian Bilzin, Esq. 1450 Brickell Avenue, 23rd Floor/Suite 2300 Miami, Florida 33131
Marshall Ames	c/o Brian Bilzin, Esq. 1450 Brickell Avenue, 23rd Floor/Suite 2300 Miami, Florida 33131

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ARTICLE V-BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and, except as otherwise set forth in the Bylaws, thereafter may be altered or rescinded solely by vote a majority vote of the Board of Directors at the annual meeting of the Board of Directors or at a duly called meeting of the Board of Directors in accordance with the Bylaws.

ARTICLE VI-LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (b) of section 501 of the Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future federal tax laws).

Notwithstanding any other provision of these Articles, the Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code (or the corresponding provision of any future federal tax laws); the Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code (or the corresponding provision of any future federal tax laws). The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code (or the corresponding provision of any future federal tax laws); the Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code; and the Corporation will not make any taxable expenditures as defined in section 4945 of the Code (or the corresponding provision of any future federal tax laws).

ARTICLE VII-DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), as selected by the Board of Directors.

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ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1450 Brickell Avenue, 23rd Floor/Suite 2300, Miami, Florida 33131.

The name of the initial registered agent of the Corporation is Brian Bilzin, at that address.

ARTICLE IX-CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is c/o Brian Bilzin, Esq., 1450 Brickell Avenue, 23rd Floor, Miami, Florida 33131.

ARTICLE X-INCORPORATOR

The names and street address of the incorporator signing these Articles is as follows:

Marshall Ames
c/o Brian Bilzin, Esq.
1450 Brickell Avenue, 23rd Floor
Miami, Florida 33131

[Signature Page to Follow]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and set his hand this 29th day of April, 2021.

Marshall Ames
Marshall Ames

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[Signature Page to Articles of Incorporation of the Staring at the Future Foundation]

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of the Staring at the Future Foundation, Inc., I hereby accept and agree to act in this capacity.

Dated April 29, 2021.

Brian Bilzin
Brian Bilzin, Esq.

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TALLAHASSEE, FL