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 CORPORATIONS
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FLORIDA PROFIT/NON PROFIT CORPORATION
PLACE OF HOPE FOUNDATION, INC.

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m.a.

ARTICLES OF INCORPORATION
OF
PLACE OF HOPE FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation is PLACE OF HOPE FOUNDATION, INC. (the "Foundation").

ARTICLE II
PRINCIPAL OFFICE

The initial principal place of business address of the Foundation shall be 9078 Isaiah Lane Palm Beach Gardens, FL, 33418. The initial mailing address of the Foundation shall be 9078 Isaiah Lane Palm Beach Gardens, FL, 33418.

ARTICLE III
PURPOSE AND POWERS

The Foundation is not-for-profit and shall be operated, supervised, or controlled exclusively for the benefit of Place of Hope, Inc., a Florida not for profit corporation ("Place of Hope"), Treasures for Hope, Inc., a Florida not for profit corporation ("Treasures"), and Village of Hope of Palm Beach County, Inc. ("Villages;" collectively, Place of Hope, Treasures, and Villages are the "Supported Organizations") in accordance with Section 509(a)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The Foundation shall have the purpose of supporting the Supported Organizations' charitable purposes by providing a vehicle for community leaders to (a) serve as ambassadors of the Foundation and the Supported Organizations; (b) assist the Supported Organizations to obtain gifts through the identification, cultivation and solicitation of prospects and in the ongoing stewardship of donors; and (c) participate in the planning and implementation of fundraising activities, including but not limited to events and campaigns (the "Purpose"). Solely in pursuance of the Purpose and subject to any other limitations set forth in these Articles of Incorporation and in the Bylaws, the Foundation may exercise any, all and every power for which a not for profit corporation under the Florida Not For Profit Corporation Act can be authorized, to exercise in furtherance of such purposes.

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ARTICLE IV
LIMITATIONS

The Foundation shall neither have nor issue shares of stock, and there shall be no shareholders.

All gifts or donations procured by the Foundation shall be made and directed to support the Supported Organizations and each of their charitable purposes.

No part of the earnings of the Foundation shall inure to the benefit of any director or officer of the Foundation, or to any other person (except that the Foundation may pay reasonable compensation for services rendered to or on behalf of the Foundation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Foundation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation. The Foundation shall pay no dividends.

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

Notwithstanding any other provision of these articles, the Foundation 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.

ARTICLE V
DISSOLUTION

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets (if any) of the Foundation exclusively to the Supported Organizations and, if no Supported Organization is any longer in existence, then to such organization or organizations organized and operated exclusively for scientific, educational or charitable 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 Foundation 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 VI
ELECTION OF DIRECTORS

The number of Directors of the Foundation shall be set forth in the Bylaws of the Foundation. The Board of Directors shall also be known as the "Board of Trustees," and each

Director may also be referred to as a "Trustee." Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Foundation's Board of Trustees and the manner of election or appointment of the Trustees of the Foundation shall be prescribed by the Bylaws of the Foundation.

ARTICLE VII
MEMBERSHIP

The Foundation shall have three members, Place of Hope, Treasures, and Villages, each a Florida not-for-profit corporation. The member shall have such rights as shall be set forth in the Bylaws of the Foundation.

ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered office is located at 801 US Highway 1, North Palm Beach, FL 33408, and Corporate Creations Network Inc. at such address is the initial registered agent.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator are:

Matthew J. Scheer
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

/s/ Matthew J. Scheer

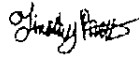
Matthew J. Scheer, Incorporator

Date: April 18, 2023

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for PLACE OF HOPE FOUNDATION, Inc. a Florida not for profit corporation, at the place designated in these Articles of Incorporation, CORPORATE CREATIONS NETWORK INC. hereby accepts the appointment as registered agent and agrees to act in this capacity. CORPORATE CREATIONS NETWORK INC. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of its position as registered agent.

CORPORATE CREATIONS NETWORK INC.

By: 
Print Name: Tim Pratt
Its: Special Secretary

Date: April 18, 2023

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TALLAHASSEE, FLORIDA