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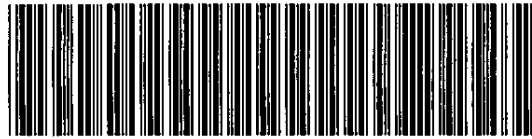
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE MARIN CONSTANTIN FOUNDATION, INC.
(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JOHN H. MALMROSE
Name (Printed or typed)

7491 N. FEDERAL HIGHWAY, #C-5311
Address

BOCA RATON, FLORIDA 33487
City, State & Zip

561-208-3958
Daytime Telephone number

john@malmroselaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
THE MARIN CONSTANTIN FOUNDATION, INC.**
In compliance with Chapter 617 F.S. (Not for Profit)

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be The Marin Constantin Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal office of the corporation is 7491 N. Federal Highway, #C-5311, Boca Raton, Florida 33487. The mailing address is the same.

**ARTICLE III
PURPOSE**

The specific purpose for which the corporation is organized is to conduct charitable and educational activities to cultivate and foster local, national and international activities that promote interest in, and knowledge and understanding of, the cultural legacy of Marin Constantin, who was an internationally acclaimed conductor, composer and UNESCO ambassador; to assist current and future generations in activities pertinent to such purpose; and to make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, provided, however, that the corporation shall not engage in any activity which, in the opinion of the corporation's Board of Directors, would jeopardize the federal income tax exemption of the corporation under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors at all times consisting of at least three (3) individuals. The manner in which directors are elected or appointed is as provided for in the bylaws.

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**ARTICLE V
NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE VI
REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Name: John H. Malmrose
Address: 7491 N. Federal Highway, #C-5311
Boca Raton, Florida 33487

**ARTICLE VII
INCORPORATOR**

The name and address of the incorporator is:

Name: John H. Malmrose
Address: 7491 N. Federal Highway, #C-5311
Boca Raton, Florida 33487

**ARTICLE VIII
NOT-FOR-PROFIT**

The corporation is not-for-profit and shall act under the applicable laws of the State of Florida governing such corporations. The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 herein. 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

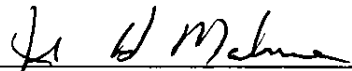
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political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

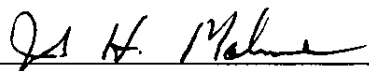
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



JOHN H. MALMROSE
Registered Agent

July 20, 2016

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



JOHN H. MALMROSE
Incorporator

July 20, 2016

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