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|                                                             | DIVISION OF CORPURATION                                                                                  |
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| Holland & Knight LLP Requester's Name                       | 07 JUN -4 AM 11:53                                                                                       |
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| CORPORATION NAME(S) & DOCU                                  | MENT NUMBER(S), (if known):                                                                              |
| 1. Suer Tumba Edu. (Corporation Name)                       | cution Fund Inc                                                                                          |
| 2                                                           |                                                                                                          |
| (Corporation Name)                                          | (Document #)                                                                                             |
| 3.                                                          |                                                                                                          |
| (Corporation Name)                                          | (Document #)                                                                                             |
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| ☐ Mail out ☐ Will wait                                      | Photocopy Certificate of Status                                                                          |
| NEW FILINGS                                                 | AMENDMENTS                                                                                               |
| Profit Not for Profit Limited Liability Domestication Other | Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger |
| OTHER FILINGS                                               | REGISTRATION/QUALIFICATION                                                                               |
| Annual Report Fictitious Name                               | ☐ Foreign ☐ Limited Partnership ☐ Reinstatement ☐ Trademark ☐ Other                                      |

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SECRETARY OF STATE DIVISION OF CORPORATIONS

### 07 JUN -4 AM 11:53

## ARTICLES OF INCORPORATION OF SVEN TUMBA EDUCATION FUND, INC.

The undersigned, acting as incorporator of the Sven Tumba Education Fund, Inc. under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

#### ARTICLE I. NAME

The name of the corporation is:

Sven Tumba Education Fund, Inc. (the "Corporation")

#### ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are:

5200 North Ocean Drive, Suite 1002 West Palm Beach, Florida 33404

#### ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

#### **ARTICLE IV. PURPOSE**

The Corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes of the Corporation shall include, but not be limited to, the following:

- 1. engaging on a global basis in programs designed to improve the quality of fundamental education, to promote literacy, health, social development and other life-skills, and to provide social, financial, and medical assistance to needy children;
- 2. promoting and facilitating domestic and foreign support, through contributions, grants and other forms of charitable giving, to organizations, whether foreign or domestic, conducting projects with the same or consistent purposes as those described in the

preceding paragraph including the Sven Tumba Education Fund Insamlingsstiftelse, a foundation organized in Sweden for such purposes; provided, however, that the Corporation is not required to remit or distribute any part of its funds to any other organization;

- 3. receiving, accepting, holding, administering, investing, allocating and disbursing grants, contributions, or other sources of funds as may from time to time be received by it from any person, persons, or corporations; and making expenditures or distributions for the foregoing purposes or for other scientific, educational, literary, charitable or religious purposes; and
- 4. engaging in any and all lawful activities that may be incidental or reasonably necessary to any of those purposes, and in doing so, exercising all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

Contributions received by the Corporation shall not be earmarked in any manner for ultimate receipt by another person and the Corporation's board of directors shall obtain and retain full control of the donated funds, and sole discretion as to their use, so as to insure that those funds will be used to carry out the Corporation's functions and purposes.

#### ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

- (a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

#### ARTICLE VI. MEMBERS

The Corporation shall have one or more classes of members. The number of classes of members shall be regulated by the bylaws of the corporation, as shall the characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members and the manner of admission of members. The Corporation has no authority to issue capital stock.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as the street address of the initial registered office of the corporation and names the Intrastate Registered Agent Corporation as the corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VIII. DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the bylaws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation.

#### ARTICLE IX. INITIAL BOARD OF DIRECTORS

The Corporation has four (4) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

Sven Tumba 5200 North Ocean Drive

Singer Island, Florida 33404

Daniel Tumba 5200 North Ocean Drive

Singer Island, Florida 33404

Per Larsson 965 Chaussee de Waterloo, App D 3.3

1180 Brussels

Belgium

Jan Zetterberg Regementsgatan 24

SE – 645 33 Strängnäs

Sweden

#### ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

Name

#### Address

Harold R. Bucholtz

2099 Pennsylvania Ave., N.W. Suite 100 Washington, D.C. 20006

#### ARTICLE XI. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, 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 the Circuit Court for 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. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

#### **ARTICLE XII. INDEMNIFICATION**

- (a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.
- (b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation on May 31, 2007.

Harold R. Bucholtz

Incorporator

#### CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

#### WITNESSETH:

That Sven Tumba Education Fund, Inc., Inc., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 31 st day of May, 2007.

INTRASTATE REGISTERED AGENT CORPORATION

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