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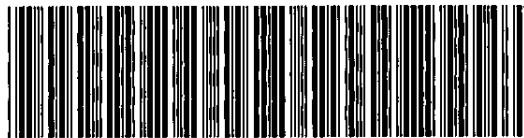
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Mary M Spencer and Sash A.
(Corporation Name) (Document #)

2. Spencer Foundation, Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
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NEW FILINGS

☒ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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Examiner's Initials

**ARTICLES OF INCORPORATION OF
MARY M. SPENCER AND SASH A. SPENCER FOUNDATION, INC.**

(a Florida corporation, not for profit)

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the **MARY M. SPENCER AND SASH A. SPENCER FOUNDATION, INC.**

**Article I
Name and Location of Principal Office**

The name of the corporation is **MARY M. SPENCER AND SASH A. SPENCER FOUNDATION, INC.**, a Florida corporation, not for profit. Its principal office and mailing address shall be at c/o Shutts & Bowen LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

**Article II
Term**

The corporation shall exist perpetually until dissolved by due process of law.

**Article III
Incorporator**

The name of the Incorporator of the corporation is Louis Nostro, and his address is c/o Shutts & Bowen LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

**Article IV
General Purposes**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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Article V
Activities Not Permitted

Notwithstanding any other provision of these Articles, the corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

Article VI
Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any member, Director or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. In the event of dissolution, the residual assets of the corporation will be turned over to (1) one or more organizations which is or are exempt as an organization or organizations described in section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code or (2) the Federal, State or local government for exclusive public purposes.

Article VII
Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised by, its properties controlled by and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The

method of selection of Directors is stated in the Bylaws of the corporation. The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting shall serve for a term of one year or until the next annual meeting of members following the election of Directors and until the successors in office have been duly elected and shall have been qualified. Annual meetings shall be held at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act and shall be prima facie evidence of such authority.

The names and addresses of the first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARY M. SPENCER	251 Crandon Blvd. #164, Key Biscayne, FL 33149
JAMES W. DONAGHY	7 Ridgewood Drive, Bridgewater, CT 06752
ELIZABETH MCLAUGHLIN	251 Crandon Blvd. #107, Key Biscayne, FL 33149

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the

corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

Article VIII **Indemnification**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the corporation (whether or not he or she is a Director or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her), except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

Article IX **Membership**

The membership of the corporation shall consist of all persons herein named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of

members and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

Article X
Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by members of the corporation.

Article XI
Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

Article XII
Initial Registered Office and Agent

The name of the initial registered agent of the corporation is Louis Nostro, and the address of the registered agent is c/o Shutts & Bowen LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 24th day of July, 2008 for the purpose of forming the corporation, not for profit, under the laws of the State of Florida.



LOUIS NOSTRO, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED 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 HIS DUTIES.

Dated this 24th day of July, 2008.



LOUIS NOSTRO (Registered Agent)

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