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FLORIDA PROFIT/NON PROFIT CORPORATION  
ART4VISION FOUNDATION, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**ART4VISION FOUNDATION, INC.**

(A Florida Not-For-Profit Corporation)

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**Article I**  
**NAME**

The name of this corporation shall be Art4Vision Foundation, Inc. (hereinafter called the "Corporation").

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation is 5940 S.W. 37<sup>th</sup> Terrace, Fort Lauderdale, Florida 33312.

**Article III**  
**PURPOSE**

This Corporation is a not-for-profit corporation, which is organized and shall be operated exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue Law (the "Code"), and not for pecuniary profit, including but not limited to, the following purposes:

- (a) To promote the creation, exhibition, appreciation and display of visual arts;
- (b) To promote vision research to better enable the visually impaired to benefit from the visual arts; and
- (c) To participate in any activity designed and implemented to promote the educational and charitable purposes of the Corporation; and
- (f) To conduct any and all such other activities as are lawful and proper for corporations formed under the Florida Not For Profit Act and Section 501(c)(3) of the Code that are in furtherance of and support of the foregoing purposes.

**Article IV**  
**MEMBERSHIP**

The Corporation shall have members with full voting rights.

**Article V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Abigail C. Watts-FitzGerald.

**Article VI**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors shall initially be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

**Article VII**  
**DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to one or more entities which are organized and operated exclusively for educational or charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors.

**Article VIII**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 any of its purposes. No substantial 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 (h) of section 501 of the Code), and the Corporation shall not participate 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. 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

**Article IX**  
**INDEMNIFICATION**


Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

**Article X**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Abigail C. Watts-FitzGerald  
Hunton & Williams, LLP  
1111 Brickell Avenue, Suite 2500  
Miami, Florida 33131

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on this 13<sup>th</sup> day of September, 2011.

  
Abigail C. Watts-FitzGerald  
Incorporator

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


**WITNESSETH:**

That, Art4Vision Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, 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 the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 13<sup>th</sup> day of September, 2011

  
Abigail C. Watts-FitzGerald  
Registered Agent

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**MIAMI**