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**FLORIDA PROFIT/NON PROFIT CORPORATION
JOAN ARMOUR MENDELL FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
JOAN ARMOUR MENDELL FOUNDATION, INC.**

THE UNDERSIGNED incorporator of these Articles of Incorporation, being a natural person competent to contract, is desirous of forming a Corporation Not for Profit, pursuant to Chapter 617, of the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be:

JOAN ARMOUR MENDELL FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office of said Corporation shall be located at 1 South School Avenue, Suite 500, Sarasota, Florida 34237, and the mailing address of said Corporation shall be in care of David S. Band, 1 South School Avenue, Suite 500, Sarasota, Florida 34237. The Directors of the Corporation may change the location of the principal office and the mailing address of said Corporation from time to time.

ARTICLE III

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of IRC Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act.

PURPOSES: To acquire funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds and promote such activities for such charitable, scientific and educational purposes as the Board of Directors may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

ARTICLE IV

POWERS: This Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida which are convenient or necessary to effectuate the purposes of the Corporation.

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LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, if any, 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 the purposes set forth in Article III hereof.

(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) The Corporation shall not directly or indirectly participate in, 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.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) 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 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 corresponding section of any future federal tax code.

(6) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(7) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or any corresponding section of any future tax code.

(8) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code.

(9) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future tax code.

(10) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

TERM OF EXISTENCE: The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statute 617, as amended.

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ARTICLE VI

The first Board of Directors of this Corporation shall adopt By-Laws consistent with these Articles of Incorporation. Thereafter, the By-Laws may be altered, amended or rescinded by the Board of Directors as provided by such By-Laws.

ARTICLE VII

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of this Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of this Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this 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.

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR: The name and address of the incorporator to these Articles is as follows:

NAME

ADDRESS

Joan Armour Mendall

1111 Ritz Carlton Drive, Suite 1704
Sarasota, Florida 34236

ARTICLE IX

The street address of the initial registered office of this Corporation shall be 1 South School Avenue, Suite 500, Sarasota, Florida 34237, and the name of the initial registered agent of this Corporation at such address is David S. Band.

ARTICLE X

BOARD OF DIRECTORS: The affairs of this Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, as determined by this Corporation's By-Laws. The method of election of the persons who shall constitute the entire Board of Directors shall be as provided in this Corporation's By-Laws. The officers and directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of this Corporation.

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The names and addresses of the persons who shall serve as directors until the first election are:

<u>NAME</u>	<u>ADDRESS</u>
Joan Armour Mendell	1111 Ritz Carlton Drive, Suite 1704 Sarasota, Florida 34236
David S. Band	1 South School Avenue, Suite 500 Sarasota, Florida 34237
Gregory S. Band	1 South School Avenue, Suite 500 Sarasota, Florida 34237

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended by a majority of the directors present and voting at any regular or special meeting of this Corporation, provided, however that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every director of this Corporation, ten (10) days prior to the regular or special meeting of this Corporation; provided, however, that any amendment will not adversely affect the status of this Corporation as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII

INDEMNIFICATION: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate funds. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the undersigned incorporator, JOAN ARMOUR MENDELL, has hereunto executed these Articles this 18th day of December 2012, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and hereby makes and

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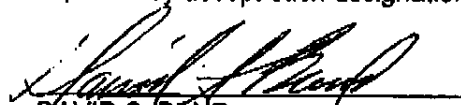
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files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true.


JOAN ARMOUR MENDELL
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above-stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


DAVID S. BAND
Registered Agent

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