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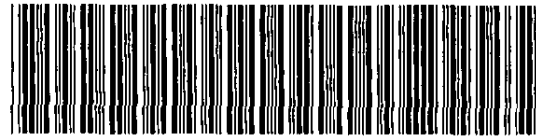
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ARTICLES OF INCORPORATION

14 JUN 19 AM 9:04

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CITIZENS AGAINST TOBACCO, INC.

The undersigned, acting as the incorporator of this Corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following articles of incorporation and states as follows:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is "Citizens Against Tobacco, Inc." The initial principal place of business is: 11701 Lake Victoria Gardens Avenue, Suite 3201, Palm Beach Gardens, Florida 33410.

ARTICLE II

Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III

Purposes

The purposes for which this corporation is created and maintained shall be exclusively for the promotion of social welfare and no activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, shall be permitted.

The corporation shall have the following specific powers:

- (1) To gather, analyze and disseminate data and information and to educate citizens on matters relating to the hazards associated with the use of tobacco and the cost that tobacco use has imposed and continues to impose upon individuals, families and the State of Florida; to assist state and local agencies, leaders, citizenry, other organizations and authorities which seek to improve the quality of life in Florida through the eradication of tobacco use initiation and addiction to tobacco; to educate state and local agencies, leaders, citizenry, other organizations and authorities about the lack of truthfulness of statements made by the tobacco industry related to its product; to prevent the tobacco industry from evading liability for its actions which has caused the death of millions of Floridians; to assist the courts through the filing of amicus briefs addressing important issues of policy, the proper interpretation of the Florida Supreme Court's *Engle* decision, and the impact of particular court decisions on the overall effort to hold the tobacco industry accountable for its misconduct; and, to advocate for legislation and policies which will further the corporation's stated goals;
- (2) To serve as a core organization to bring together citizens, governmental agencies and representatives of other organizations which have the common goals stated above;
- (3) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;
- (4) To employ staff, consultants, attorneys and accountants to ensure that all regulatory provisions are abided and the corporation's goals are achieved;

- (5) To disseminate to the public, civic and governmental organizations and other non-profit and business entities information relating to the purposes of the corporation and such other subjects as may from time to time arise;
- (6) To exercise powers permitted by Florida law for a corporation not for profit;
- (7) To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended.

ARTICLE IV **Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors, officers, members and other private citizens and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof and to pay or reimburse the reasonable expenses of fundraising or incurred in carrying out the objectives of the corporation.

ARTICLE V **Members**

The incorporator shall be the initial member of the corporation. Other classifications of membership may be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities. Initial members shall be subject to the approval of the incorporator.

ARTICLE VI
Resident Office and Agent

The street address and city of the registered office of the corporation is:

517 North Calhoun Street,
Tallahassee, Florida 32301

The name of the initial registered agent at such address is James W. Gustafson, Jr., Esquire.

ARTICLE VII
Board of Directors

The number of persons constituting the Board of Directors of the corporation shall not be less than three (3). The number of Directors shall be established in the by-laws. The by-laws shall provide the process for the selection of Directors; provided, however, the incorporator shall appoint the initial members of the Board of Directors who shall serve until successors qualify in accordance with the by-laws. There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

The by-laws may provide for an Executive Committee of the Board. The Board of Directors may establish other committees as may be from time to time be determined necessary. The President/Chair shall appoint the membership on such committees.

ARTICLE VIII
Officers

The corporation shall have such Officers as may be provided for in the by-laws. The manner of selection of Officers shall also be provided for in the by-laws; provided, however, the initial officers shall be appointed by the incorporator. The corporation shall have at least the following Officers - President/Chair, Vice-President, Secretary and Treasurer.

An individual may hold more than one office in the corporation. Duties of Officers shall be described in the by-laws.

ARTICLE IX
Indemnification of Officers and Directors

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE X
Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding

sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII
Amendments

These Articles of Incorporation may be amended by majority vote of the Board of Directors as provided in Section 617.1002(1)(b), Florida Statutes, at a meeting called for such purpose.

ARTICLE XIII
Incorporators

The name and address of the incorporator of this Corporation are as follows:

James W. Gustafson, Jr.
517 North Calhoun Street,
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned incorporator, pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct.



JAMES W. GUSTAFSON, JR.
INCORPORATOR

VERIFICATION

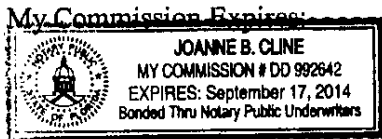
STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 19th day of June, 2014, by James W. Gustafson, Jr., who is ☒ personally known to me or ☐

has produced satisfactory evidence of identification. (Type of Identification Produced:

_____)

WITNESS my hand and seal in the County and State named above on this 18th day of June, 2014



Joanne B. Cline
NOTARY PUBLIC

Notary Public: Joanne B. Cline
Printed Name

ACCEPTANCE BY REGISTERED AGENT

James W. Gustafson, Jr., Esquire, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 607.0501, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 517 North Calhoun Street, Tallahassee, Florida 32301

[Signature]
JAMES W. GUSTAFSON, JR., ESQUIRE

14 JUN 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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