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GUNSTER, YOAKLEY & STEWART, P.A.

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
The Frances and Jeffrey Fisher Charitable Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE FRANCES AND JEFFREY FISHER CHARITABLE FOUNDATION, INC.**

A Florida Not for Profit Corporation

The undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), hereby executes the following Articles of Incorporation, and certifies as follows:

ARTICLE I NAME

The name of the corporation shall be: The Frances and Jeffrey Fisher Charitable Foundation, Inc. (the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

252 El Bravo Way
Palm Beach, Florida 33480

ARTICLE III PURPOSES

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

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5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

ARTICLE IV ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

GY Corporate Services, Inc.
Brickell World Plaza,
600 Brickell Ave., Suite 3500
Miami, Florida 33131

ARTICLE VII INCORPORATOR

The name and address of the Incorporator are:

Lisa A. Schneider
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

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IN WITNESS WHEREOF, these Articles of Incorporation are executed as of the 3rd day of December, 2014.

/s/ Lisa A. Schneider

Lisa A. Schneider, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for The Frances and Jeffrey Fisher Charitable Foundation, Inc., a Florida not for profit corporation, at the place designated in these Articles of Incorporation, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

GY CORPORATE SERVICES, INC.

/s/ David G. Bates

BY: _____

Vice-President

Date: December 3, 2014

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