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FLORIDA PROFIT/NON PROFIT CORPORATION  
The Dennis and Lorraine Udwin Family Foundation, Inc

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
THE DENNIS AND LORRAINE UDWIN FAMILY FOUNDATION, INC.  
(A Florida Not-For-Profit Corporation)**

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

**ARTICLE I            NAME**

The name of the corporation shall be: The Dennis and Lorraine Udwin Family Foundation, Inc (the "Corporation").

**ARTICLE II            PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 7822 Charney Lane, Boca Raton, Florida 33496.

**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.

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

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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 V ELECTION OF DIRECTORS**

The directors of the Corporation shall be elected in the manner set forth in the Corporation's Bylaws.

**ARTICLE VI MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

GY Corporate Services, Inc.  
600 Brickell Avenue, Suite 3500  
Miami, Florida 33131

**ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator are:

Mitchell D. Schepps  
777 South Flagler Drive, Suite 500E  
West Palm Beach, Florida 33401

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IN WITNESS WHEREOF, these Articles of Incorporation are executed as of the 29th day of December, 2014.

*Mitchell D. Schepps*  
\_\_\_\_\_  
Mitchell D. Schepps, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, 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 his duties, and affirms that it is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

GY CORPORATE SERVICES, INC.

By: *Michael V. Mitrione*  
Michael V. Mitrione

Dated: December 29, 2014

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