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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MIAMI FASHION INCUBATOR AT MACY'S, INC.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI FASHION INCUBATOR AT MACY'S, INC.**  
**(A Florida Not for Profit Corporation)**

The undersigned incorporator to these Articles of Incorporation hereby associates to form a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act and other laws of the State of Florida (*Florida Statutes Chapter 617*).

**ARTICLE I**  
**Name and Address**

The name of the Corporation is **MIAMI FASHION INCUBATOR AT MACY'S, INC.** The principal office and mailing address is located at **22 East Flagler Street, Miami, Florida 33131**. The Board of Directors of the Corporation may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II**  
**Nature of Business**

The purposes for which the Corporation is formed are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time (the "Code"), or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE III**  
**Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code (or corresponding provisions of any subsequent Revenue Laws).

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**ARTICLE IV**  
**Membership**

The Corporation shall have no members and shall be managed by the members of the Board of Directors of the Corporation as provided in the Bylaws of the Corporation.

**ARTICLE V**  
**Term of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE VI**  
**Incorporator**

The name and address of the incorporator of these Articles of Incorporation is as follows:

| <b>Name</b>              | <b>Address</b>                                                            |
|--------------------------|---------------------------------------------------------------------------|
| Veronica Vilarchao, Esq. | Foley & Lardner LLP<br>2 S. Biscayne Blvd., Suite 1900<br>Miami, FL 33131 |

**ARTICLE VII**  
**Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors of the Corporation, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

| <b>Name</b>          | <b>Address</b>                                              |
|----------------------|-------------------------------------------------------------|
| Joseph Roisman       | 3000 NW 107 <sup>th</sup> Avenue<br>Doral, FL 33172         |
| Charlene Parsons     | 1501 Biscayne Blvd., Suite 100<br>Miami, FL 33132           |
| Pamela Fuertes-Berti | 80 SW 8 <sup>th</sup> Street, Suite 2400<br>Miami, FL 33130 |
| Laura Ganoza         | 2 S. Biscayne Blvd., Suite 1900<br>Miami, FL 33131          |

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is **One Independent Drive, Suite 1300, Jacksonville, Florida 32202** and the name of the initial registered agent at such address is **F&L Corp.**

**ARTICLE IX**  
**Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE X**  
**Amendments**

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors of the Corporation by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

**ARTICLE XI**  
**Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 by an organization exempt from federal income taxation under Section 501(c)(3) of the Code (or corresponding provisions of any subsequent Revenue Laws), or any organization, contributions to which are deductible under Section 170(c)(2) of the Code (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Code (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent Revenue Laws);

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- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent Revenue Laws).

## **ARTICLE XII**

### **Indemnification**

Each person who is or was a Director, trustee, officer or employee of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director, trustee, officer, or employee; provided, however, that no such person shall be indemnified against any such liability, cost or expense, incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article XII shall not affect any rights or obligations then existing. If any indemnification payment required by this Article XII is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director, trustee, officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall also be entitled to be paid the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense, under the Florida Not For Profit Corporation Act, or under this Article XII, but it shall not be obligated to do so. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors or otherwise. If this Article XII or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article XII that shall not have been invalidated or that remains enforceable under any other applicable law.

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**ARTICLE XIII**  
**Limitation of Director Liability**

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

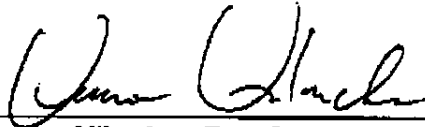
- a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or
- c) For any transaction from which the Director derives an improper personal benefit.

If the Florida Not For Profit Corporation Act is amended after approval of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Florida Not For Profit Corporation Act, as so amended. Any repeal or modification of this Article XIII shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

**ARTICLE XIV**  
**Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Code (or corresponding provisions of any subsequent Revenue Laws) as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the 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.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 6 day of February, 2015.

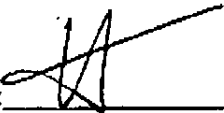
  
Veronica Vilarchao, Esq., Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for **MIAMI FASHION INCUBATOR AT MACY'S, INC.**, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L Corp.

By: 

Name: William E. Davis, Esq.

Date: February 6, 2015

**FILED**  
15 FEB 10 AM 9:03  
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TALLAHASSEE, FLORIDA

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