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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Gloriana Foundation, Inc.**

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### **ARTICLES OF INCORPORATION**

In compliance with Chapter 617 F.S. (Florida Not For Profit Corporation Act)

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

#### **Article I - NAME**

The name of the corporation is:

Gloriana Foundation, Inc.

#### **Article II - ADDRESS**

The principal place of business and the mailing address of the corporation is:

550 Biltmore Way, Suite 101  
Coral Gables, Florida 33134

#### **Article III - PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). To carry out its purposes, the Corporation shall empower and support women to achieve the top levels of executive leadership in their organizations through mentoring, relationship-building, and investment in their education and professional development.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

#### **Article IV - MANNER OF ELECTION**

The manner in which directors are elected or appointed is as provided in the By-Laws of the Corporation.

#### **Article V - INITIAL OFFICERS AND/OR DIRECTORS**

The initial officer(s) and/or director(s) of the Corporation are:

Name and Title: ERIS THOMAS, Director, President and Treasurer  
Address: 550 Biltmore Way, Suite 101  
Coral Gables, Florida 33134

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Name and Title: GABRIELA RACHADELL, Director, Vice President and Secretary  
Address: 200 S. Biscayne Boulevard, Suite 2500  
Miami, FL 33131

Title: DONNA ABOOD, Director  
Address: 95 Merrick Way, Suite 280  
Coral Gables, FL 33134

**Article VI – REGISTERED AGENT**

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

Eris Thomas  
550 Biltmore Way, Suite 101  
Coral Gables, Florida 33134

**Article VII – EFFECTIVE DATE**

The effective date for this corporation shall be upon filing.

**Article VIII – PROPERTY, FUNDS AND INCOME**

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its members, Directors, board officers or any other private individual.

**Article IX – POLITICAL ACTIVITY**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) or otherwise, and the Corporation shall not 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.

**Article X – DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by any proper court having jurisdiction over the matter, exclusively for such purposes or to such organizations, as said court shall determine.

**Article XI – INCORPORATOR**

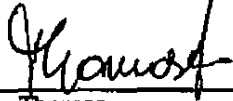
The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a not-for-profit corporation under the laws of the State of Florida, and does make and file this certificate hereby declaring and certifying that the facts set forth herein are true. I am aware that any false information submitted in a document to the Department of

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State constitutes a third degree felony as provided for in s.817.155, F.S. Accordingly, I have set my hand and seal at Coral Gables, Florida, this 10th day of June, 2015.



Eris Thomas  
550 Biltmore Way, Suite 101  
Coral Gables, Florida 33134

**Certification of Registered Agent**

Having been named as registered agent to accept service of process for the Corporation at the place designated in Article VI of these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Eris Thomas  
550 Biltmore Way, Suite 101  
Coral Gables, Florida 33134

June 10, 2015  
Date

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