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**DATE: 9/9/15**

**NAME: LIONSTONE FOUNDATION INC.**

**TYPE OF FILING: ARTICLES**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

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**LIONSTONE FOUNDATION INC.**  
**A Florida Non-profit corporation**

**ARTICLES OF  
INCORPORATION**

**ARTICLE I**  
**NAME**

**1.01 Name** The name of this corporation shall be Lionstone Foundation Inc. (hereinafter referred to as the "Foundation or the corporation.")

**ARTICLE II**  
**DURATION**

**2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

**3.01 Purpose**

The Foundation is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Among the specific purposes of the Foundation is to promote the growth, proliferation and educational aspects of art, culture and education and such other charitable and educational purposes as the Board of Directors shall determine from time to time.

**ARTICLE IV**  
**NON-PROFIT NATURE**

**4.01 Non-profit Nature**

The Foundation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

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Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Foundation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of the Foundation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Foundation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Foundation shall be selected by the discretion of a majority of the Board of Directors and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition filed in a court of proper jurisdiction which may be filed by one (1) or more of its Directors requesting the Court to select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

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#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE V** **BOARD OF DIRECTORS**

#### **5.01 Governance and Election**

The Foundation shall be governed by a board of directors consisting of not less than three (3) directors or more than seven (7) who shall be elected and appointed as more particularly set forth in the bylaws of the Foundation. Directors shall be elected for a term of one (year) or until their successor is elected. Directors may be elected at any board meeting by the majority vote of the existing board of directors.

The initial directors of the corporation shall be as follows:

Alfredo Lowenstein

Diego Lowenstein

Flavia Lowenstein

Paula Lowenstein Boano

Carla Lowenstein De Tullio

All having an address at 605 Lincoln Rd., 5<sup>th</sup> Fl., Miami Beach, Fl. 33156

### **ARTICLE VI** **MEMBERSHIP**

#### **6.01 Membership**

The Foundation shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as described in the bylaws of the Foundation.

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**ARTICLE VII**  
**AMENDMENTS**

**7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE VIII**  
**ADDRESS OF THE CORPORATION**

**8.01 Corporate Address**

The principal street address and mailing address of the corporation is:

c/o Lionstone  
605 Lincoln Rd., 5<sup>th</sup> Fl  
Miami Beach, Fl. 33139

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

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

Bruce E. Lazar  
605 Lincoln Rd., 5<sup>th</sup> Fl  
Miami Beach, Fl. 33139

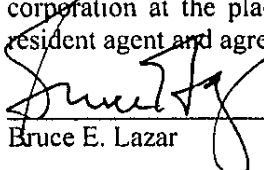
**ARTICLE X**  
**INCORPORATOR**

The name and address of the incorporator is:

Diego Lowenstein  
605 Lincoln Rd., 5<sup>th</sup> Fl  
Miami Beach, Fl. 33139

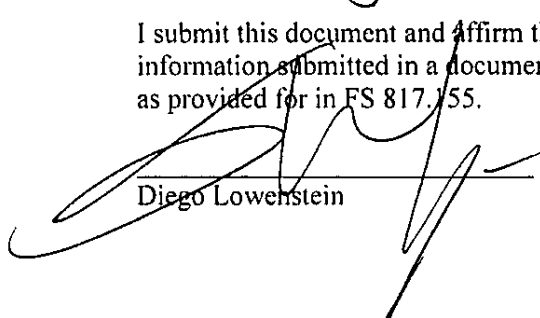
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Having been named as Resident Agent to accept service of process for the above stated corporation at the place designated above, I am familiar with and accept the appointment as resident agent and agree to act in this capacity.

  
Bruce E. Lazar

Date: SEPT. 8, 2015

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in FS 817.155.

  
Diego Lowenstein

Date: SEPT 8, 2015

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