

Division of Corporations

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## To:

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## From:

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Account Number : 076117000420  
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**Email Address:** mstocks@gunster.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
THE SCRIPPS FLORIDA FOUNDATION, INC.

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ARTICLES OF INCORPORATION  
OF  
THE SCRIPPS FLORIDA FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

ARTICLE I  
NAME AND ADDRESS

The name of the corporation (the "Foundation") is THE SCRIPPS FLORIDA FOUNDATION, INC.

ARTICLE II  
PRINCIPAL OFFICE

The initial principal place of business address of the Foundation shall be 130 Scripps Way Jupiter, FL 33458. The initial mailing address of the Foundation shall be 130 Scripps Way Jupiter, FL 33458.

ARTICLE III  
PURPOSE AND POWERS

The Foundation is not-for-profit and shall be operated, supervised, or controlled exclusively for the benefit of The Scripps Research Institute, Inc., a California nonprofit public benefit corporation doing business as The Scripps Research Institute ("The Scripps Research Institute") in accordance with Section 509(a)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The Foundation shall have the purpose of supporting The Scripps Research Institute in Florida by providing a vehicle for community leaders (a) to serve as ambassadors of the Foundation and The Scripps Research Institute; (b) to assist The Scripps Research Institute to obtain gifts through the identification, cultivation and solicitation of prospects and in the ongoing stewardship of donors; and (c) to participate in the planning and implementation of fundraising activities, including but not limited to events and campaigns (the "Purpose"). Solely in pursuance of the Purpose and subject to any other limitations set forth in these Articles of Incorporation in the Bylaws, the Foundation may exercise any, all and every power for which a not for profit corporation under the Florida Not For Profit Corporation Act can be authorized to exercise in furtherance of such purposes.

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#### ARTICLE IV LIMITATIONS

The Foundation shall neither have nor issue shares of stock, and there shall be no shareholders.

All gifts or donations procured by the Foundation shall be made and directed to The Scripps Research Institute.

The Foundation shall be prohibited from paying compensation to any director or officer of the Foundation. The Foundation shall have no employees.

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

The Foundation 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 Foundation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

Notwithstanding any other provision of these articles, the Foundation 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.

#### ARTICLE V DISSOLUTION

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets (if any) of the Foundation exclusively to The Scripps Research Institute, or if The Scripps Research Institute is no longer in existence, then to 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 Foundation shall determine. Any of such assets (if any) not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE VI  
ELECTION OF DIRECTORS

The number of Directors of the Foundation shall be set forth in the Bylaws of the Foundation. The Board of Directors shall also be known as the "Board of Trustees," and each Director may also be referred to as a "Trustee." Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Foundation's Board of Trustees and the manner of election or appointment of the Trustees of the Foundation shall be prescribed by the Bylaws of the Foundation.

ARTICLE VII  
MEMBERSHIP

The Foundation's sole member shall be The Scripps Research Institute, Inc., a California nonprofit public benefit corporation doing business as The Scripps Research Institute. The member shall have such rights as shall be set forth in the Bylaws of the Foundation.

ARTICLE VIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered office is located at Bricell World Plaza 600 Brickell Avenue, Suite 3500 Miami, Florida 33131, and GY Corporate Services, Inc. at such address is the initial registered agent.

ARTICLE VIII  
INCORPORATOR

The name and address of the Incorporator are:

Adi Rappoport  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401

/s/ Adi Rappoport

Adi Rappoport, Incorporator

Date: October 29, 2015

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## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for The Scripps Florida 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 his duties, and he is familiar with and accepts the obligations of its position as registered agent.

GY CORPORATE SERVICES, INC.

By: 

Print Name: Michael V. Mitrone

Date: October 29, 2015

WPB\_ACTIVE 6343059.5

Florida,

Please let me know if there is anything further I can assist you with.

Have a wonderful day!

Sincerely,

Judy

Interstate Filings LLC

2071 Flatbush Avenue, Suite 165

Brooklyn, NY 11234

Tel: 718-569-2703

Fax: 718-504-7890

Email: [judy@interstatefilings.com](mailto:judy@interstatefilings.com)

Website: [www.interstatefilings.com](http://www.interstatefilings.com)

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