

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Julymar Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF THE
JULYMAR FOUNDATION, INC.**

(A Not for Profit Corporation Organized
Under Chapter 617, Florida Statutes, the "Act")

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Article I
NAME

The name of the organization shall be JULYMAR FOUNDATION, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 2699 S. Bayshore Drive, #500, Miami, FL 33133.

Article III
PURPOSES AND RESTRICTIONS

Section 1. **Purposes.** The Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding subsequent federal tax law (the "Code"), and not for pecuniary profit.

The Corporation may carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

Section 2. **Restrictions.**

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes, it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in section 501(c)(3) of the Code. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for personal services rendered and to make payments and distributions in furtherance of any of its purposes.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of the section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

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(c) In the event the Corporation is characterized as a private foundation within the meaning of section 509 of the Code, the Corporation, during such period of characterization:

(i) Shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

(ii) Shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(iii) Shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(iv) Shall not make any investments in a manner as to subject it to tax under section 4944 of the Code.

(v) Shall not make any taxable expenditures as defined in section 4945(d) of the Code.

(d) 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 under section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

Article IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301-2607, and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

Article V BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed through a boards of directors comprised of Directors and Alternate Directors. The number of Directors and Alternate Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but there shall never be fewer than three nor greater than five Directors, and there shall never be fewer than three nor greater than five Alternate Directors. The manner of election and removal of directors shall be regulated by the Bylaws of the Corporation.

Article VI INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

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Richard J. Razook, Esquire
1395 Brickell Avenue
14th Floor
Miami, Florida 33131

Article VII
DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more *not-for-profit* funds, foundations, or corporations selected by the Board of Directors that are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes and that have established their federal tax-exempt status under Section 501(c)(3) of the Code. To the extent reasonably possible, the Board of Directors shall select one or more of such organizations (satisfying the requirements of the preceding sentence) having purposes and activities which are the same as or similar to those purposes and activities of the Corporation enumerated in Article III.

Article VIII
AMENDMENT

These Articles of Incorporation may be altered, amended, repealed, and new Articles of Incorporation adopted in accordance with procedures established in the Bylaws of the Corporation.

Article IX
EFFECTIVE DATE

The effective date of the filing of these Articles of Incorporation shall be the date of filing with the Florida Department of State Division of Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 18 day of February, 2016.


Richard J. Razook
Incorporator

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CERTIFICATE OF REGISTERED AGENT AND REGISTERED OFFICE

That the **Julymar Foundation, Inc.** desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has named Corporation Service Company as its registered agent and 1201 Hays Street, Tallahassee, Florida 32301-2607 as its registered office.

ACKNOWLEDGMENT:

Having been named as registered agent for the **Julymar Foundation, Inc.** on whom process may be served, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of this position.

Dated this 18th day of February, 2016.


Corporation Service Company,
Registered Agent

Judith Reyes
Assistant Secretary

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