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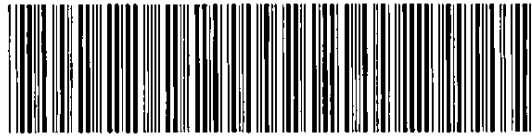
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TALLAHASSEE, FLORIDA

17 JUN 28 PM 3:03

WILLIAMS & COULSON
ATTORNEYS AT LAW

ONE GATEWAY CENTER
420 FORT DUQUESNE BOULEVARD • 16TH FLOOR
PITTSBURGH, PA 15222

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TALLAHASSEE, FLORIDA

Mindi M. Albert
(412) 454-0244
malbert@williamscoulson.com

June 27, 2017

VIA FEDEX OVERNIGHT

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

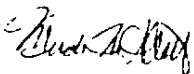
Re: Articles of Incorporation (Not for Profit)—Mellon Heritage Foundation, Inc.

Dear Sir or Madam,

Enclosed please find for filing an original and one copy of the Articles of Incorporation (Not for Profit) for the above-referenced entity, along with a check made payable to "Department of State" in the amount of \$70.00. I have also enclosed a self-addressed, postage prepaid envelope for the return of the filed Articles.

If you have any issues facilitating this request, please contact me directly at 412-454-0244 or at malbert@williamscoulson.com.

Very truly yours,



Mindi M. Albert

enclosures

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Mellon Heritage Foundation, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mindi M. Albert, Esq.

Name (Printed or typed)

One Gateway Center, 16th Fl, 420 Fort Duquesne Blvd

Address

Pittsburgh, PA 15222

City, State & Zip

412-454-0244

Daytime Telephone number

malbert@williamscoulson.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Mellon Heritage Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
116 Edgemere Way South

Mailing address, if different is:

Naples, FL 34105

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: _____

The Corporation is incorporated under the Florida Not For Profit Corporation Act (the "Act") of the State of Florida and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Solely for the above purposes, and without otherwise limiting its powers, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon Not for Profit Corporations.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As stated in By-laws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

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Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: M. Richard Mellon
Address: 116 Edgemere Way South
Naples, FL 34105

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Mindi M. Albert, Esq.
Address: One Gateway Center, 16th Fl, 420 Fort Duquesne Blvd
Pittsburgh, PA 15222

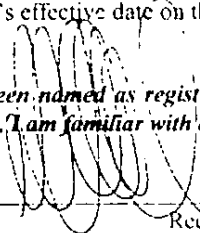
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: July 1, 2017 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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



Required Signature of Registered Agent

June 21, 2017
Date

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 s.817.155, F.S.



Required Signature of Incorporator

6/27/17
Date

Attachment to Articles of Incorporation (Not for Profit)
Mellon Heritage Foundation, Inc.

Supplemental Provisions:

No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its regulations, as they now exist or as they may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization contributions to which are deductible under Section 170 of the Code and its regulations, as they now exist or as they may hereafter be amended.

Upon dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations which are exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent United States internal revenue law, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the appropriate court in the county where jurisdiction lies by distribution to organizations exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent United States internal revenue law, as such court shall determine.

The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation in its By-laws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) Directors. In the event that a vacancy occurs during the term of any Director of Directors on said Board of Directors of this Corporation, whether caused by resignation, removal or death of any such Director of Directors, or for any reason whatsoever, such vacancy shall be filled by an appointment for the remainder of such term as determined in the By-laws of the Corporation. Any Director or Directors on said Board of Directors of this Corporation may resign by delivering a written notice of such resignation to the Board of Directors.

Pursuant to the provisions of Section 508(e) of the Code: (a) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; (b) the Corporation shall not engage in any act of self-dealing within the meaning of Section 4941(d) of the Code; (c) the Corporation shall not retain

any excess business holdings, as defined in Section 4943 of the Code; (d) the Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (e) the Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.