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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MILLER FAMILY FOUNDATION, INC.**

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ARTICLES OF INCORPORATION OF  
MILLER FAMILY FOUNDATION, INC.

ARTICLE I  
NAME, SEAL AND OFFICES

Name: The name of this Corporation is and shall be MILLER FAMILY FOUNDATION, INC.

Seal: The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "MILLER FAMILY FOUNDATION, INC."

Offices: The principal office of the Corporation is 531 SW 26<sup>th</sup> Place, Gainesville, FL 32601, and the mailing address of the Corporations is 5150 Belfort Road, Building 100, Jacksonville, Florida 32256. The Corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

ARTICLE II  
STATEMENT OF CORPORATE NATURE

This is a non-profit Corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III  
GENERAL PURPOSES

The general purposes for which this Corporation is formed are to operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene

Melissa R. Neadle, Esquire  
Florida Bar No. 119308  
5150 Belfort Road, Building 100  
Jacksonville, Florida 32256  
(904) 296-0100  
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(by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV  
TERM

This Corporation shall have a perpetual existence.

ARTICLE V  
MEMBERSHIP

This Corporation shall have one class of members ("Members"), and each of the Members shall have one (1) vote at all meetings of the Members. The initial Members shall be Gary J. Miller, Ellen Sue Liss Miller, Margery Miller Shanoff, Seth B. Miller, and Benjamin I. Miller. Additional persons of moral character may be elected either as a Member by the affirmative vote of Members holding at least two-thirds (2/3) of the then existing Membership votes.

The Members of this Corporation shall have no right, title or interest whatsoever in the Corporation's income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI  
POWERS

The Corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

Notwithstanding any other provisions of these Articles, this organization 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII  
REGISTERED AGENT

The street address of the registered office shall be 5150 Belfort Road, Building 100, Jacksonville, Florida 32256 and the name of the registered agent of the Corporation at that address is Ansbacher & Schneider, P.A.

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ARTICLE VIII  
MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be not less than three nor more than seven.

Annual meetings shall be held at 9:00 o'clock a.m. on the second Monday of December of each year at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. The Directors shall be elected at each annual meeting of the Members. Each Director shall hold office for three (3) years and until his successor is elected, qualified, or until his death, resignation or removal. Directors may be re-elected to serve more than one term in office.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of this Corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such Members of the Board of Directors are as follows:

Gary J. Miller  
531 SW 26<sup>th</sup> Place  
Gainesville, FL 32601

Ellen Sue Liss Miller  
531 SW 26<sup>th</sup> Place  
Gainesville, FL 32601

Margery Miller Shanoff  
8516 Irvington Avenue  
Bethesda, MD 20817

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Seth B. Miller  
332 W 17 Street, #1-R  
New York NY 10011

Benjamin I. Miller  
3384 Mathieson Drive  
Atlanta, GA 30305

Corporate Officers. The Board of Directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the Directors to elect from time to time. The following persons shall serve as corporate officers:

President:	Gary J. Miller
Vice President:	Ellen Sue Liss Miller
Secretary:	Ellen Sue Liss Miller
Treasurer:	Ellen Sue Liss Miller

#### ARTICLE IX BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the Members of the Corporation, bylaws of the Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

#### ARTICLE X DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

#### ARTICLE XI DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated

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tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed

of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII  
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to Members for their vote. Amendments may be adopted by the affirmative vote of Members holding at least two-thirds (2/3) of the then existing membership votes.

ARTICLE XIII  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Melissa R. Neadle  
5150 Belfort Road, Building 100  
Jacksonville, FL 32256

ARTICLE XIV  
MISCELLANEOUS

The Corporation shall distribute its income for each year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

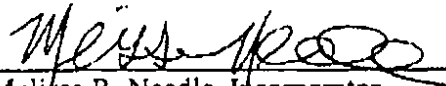
The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

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The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The undersigned, being the Incorporator of this nonprofit charitable Corporation has executed these Articles of Incorporation this 20<sup>th</sup> day of November, 2017.


  
Melissa R. Neadle, Incorporator

CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

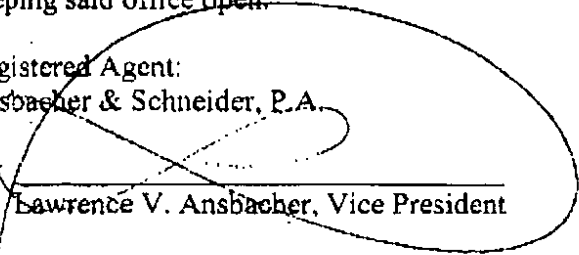
That MILLER FAMILY FOUNDATION, Inc. desiring to organize under the laws of the State of Florida with its registered office at 5150 Belfort Road, Building 100, City of Jacksonville, County of Duval, State of Florida, has named Ansbacher & Schneider, P.A., as its agent to accept service of process within the State of Florida.

  
Melissa R. Neadle, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.

Registered Agent:  
Ansbacher & Schneider, P.A.

By   
Lawrence V. Ansbacher, Vice President

Date: November 20, 2017

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