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(City/State/Zip/Phone #)

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(Business Entity Name)

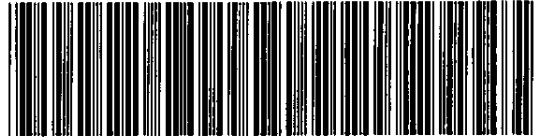
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CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 3/1/2018

Acc#120160000072



Name:	IH Cares, Inc
Document #:	
Order #:	10861010

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
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Amount: \$ 78.75

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Thank you!

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

IH CARES, INC.

Article I. Name. The name of the Corporation shall be **IH CARES, INC.**

Article II. Principal Office. The principal street address of the Corporation is 222 Lakeview Ave., Suite 200, West Palm Beach, Florida 33401

Article III. Purpose. The purpose of the Corporation is as follows:

The Corporation shall be organized and operated exclusively for charitable and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended, including but not limited to the provision of scholarships as well as disaster relief and emergency help to individuals and their families who are currently working for or employed by Island Hospitality Florida Management LLC, its subsidiaries, affiliates and related organizations. In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

Article IV. Directors. The Corporation shall be governed by a Board of Directors who shall be elected or appointed as provided in the Bylaws of the Corporation. The initial Directors and officers of the Corporation are:

<u>Title</u>	<u>Name</u>	<u>Address:</u>
Director and President	Pollak, Roger	222 Lakeview Ave., Suite 200 West Palm Beach, Florida 33401
Director and Vice President	Forde, Gregg	222 Lakeview Ave., Suite 200 West Palm Beach, Florida 33401
Director and Vice President	Waldt, Jeff	222 Lakeview Ave., Suite 200 West Palm Beach, Florida 33401
Director and Secretary	Cohen, Philip	222 Lakeview Ave., Suite 200 West Palm Beach, Florida 33401
Director and Treasurer	Bachman, Barbara	222 Lakeview Ave., Suite 200 West Palm Beach, Florida 33401

Article V. Registered Agent. The name and Florida street address of the registered agent

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

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Article VI. Incorporator. The name and address of the incorporator of the Corporation is as follows:

Cynthia L. Woolheater
600 Grant Street, 44th Floor
Pittsburgh Pennsylvania 15219

Article VII. Term of Existence. The term of existence of the Corporation shall be perpetual.

Article VIII. Member. Island Hospitality Florida Management, LLC, a Delaware limited liability company, shall be the sole member of the Corporation and shall have such rights and privileges as may be provided in the Bylaws of the Corporation.

Article IX. Additional Provisions

- (a) The Corporation is organized on a nonstock basis.
- (b) The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. 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.
- (c) No substantial 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 any candidate for public office.
- (d) 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 described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended. In addition, 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(c)(2) of said Internal Revenue Code, as amended, and its regulations, as they now exist or as they may hereafter be amended.
- (e) 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 one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law, as the Member shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction 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. Under no circumstances shall any assets be distributed, upon dissolution, upon sale of substantially all of the assets or otherwise, to members, directors, officers or employees of the corporation.

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



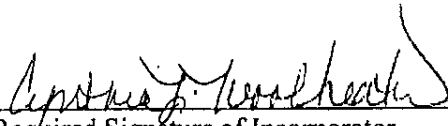
Judith Argao
Vice President
and Assistant Secretary

Required Signature of Registered Agent

3-1-18

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

3-1-2018

Date

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