

5/15/2018

Division of Corporations

Florida Department of State

Division of Corporations
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The Strive Foundation, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
THE STRIVE FOUNDATION, INC.**

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

ARTICLE I: NAME

The name of the Corporation shall be: The Strive Foundation, Inc.

ARTICLE II: PRINCIPAL OFFICE

The street address of the principal office of the Corporation and the mailing address of the Corporation is: 3725 Leafy Way, Coconut Grove, Florida 33133.

ARTICLE III: PURPOSE

The purpose for which the Corporation is organized is to operate exclusively for such charitable, religious, literary, educational and scientific purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law (the "Code"), including, for such purposes, the making of distributions to organizations described in Sections 170(b)(1)(A) and 170(c) of the Code and the making of scholarships and other educational grants to individuals for study, travel and other similar purposes.

ARTICLE IV: MANNER OF ELECTION

The method of election of directors of the Corporation shall be as stated in the bylaws of the Corporation.

ARTICLE V: INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
E. Roc Stamps, IV	7 Osprey Lane Key Largo, Florida 33037
Penelope W. Stamps	7 Osprey Lane Key Largo, Florida 33037
David H. Hopfenberg	122 North Road Saunderstown, Rhode Island 02874

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ARTICLE VI: INITIAL MEMBERS

The initial members of the Corporation are: E. Roe Stamps, IV and Penelope W. Stamps.

ARTICLE VII: REGISTERED AGENT

The name and Florida street address of the registered agent of the Corporation is:

<u>Name</u>	<u>Address</u>
E. Roe Stamps, IV	3725 Leafy Way Coconut Grove, Florida 33133

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
E. Roe Stamps, IV	7 Osprey Lane Key Largo, Florida 33037

ARTICLE IX: ADDITIONAL PROVISIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors or officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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 to any candidate for public office.

The Corporation shall have all rights and powers authorized under the Florida Not For Profit Corporation Act (the "Act"); provided, however, that notwithstanding any provision of the Act or any other provision of these Articles of Incorporation, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation as set forth in Article III hereof, and the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation 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.

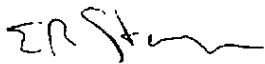
The Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in a manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution or final liquidation of the Corporation, the Corporation's assets shall be distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;
- (b) Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements; and
- (c) All other assets of the Corporation shall be transferred or conveyed to such one or more organizations qualified as exempt under Section 501(c)(3) of the Code as the Board of Directors of the Corporation shall determine, to be used by such organizations exclusively for one or more of the purposes set forth in Article III hereof. Any such assets not so disposed of shall be disposed of by the Circuit Court of the judicial circuit in which the principal office of the Corporation is then located, exclusively for one or more of the purposes set forth in Article III hereof, or to such organizations, as said Court shall determine, that are organized and operated exclusively for one or more of such purposes.

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.

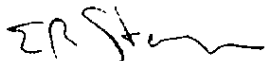


E. Roe Stamps, IV. Registered Agent

May 15, 2018

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.



E. Roe Stamps, IV. Incorporator

May 15, 2018

Date