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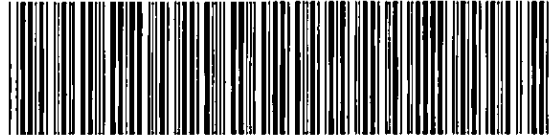
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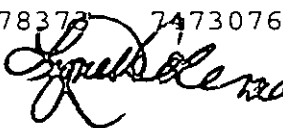
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JUN 29 2018

T SCHROEDER

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 278373 7473076
AUTHORIZATION : 
COST LIMIT : \$ 128.75

ORDER DATE : June 27, 2018
ORDER TIME : 1:12 PM
ORDER NO. : 278373-005
CUSTOMER NO: 7473076

DOMESTIC FILING

NAME: HARRIS CORPORATION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner - EXT.

EXAMINER'S INITIALS: _____

STATE OF FLORIDA
CERTIFICATE OF DOMESTICATION
PURSUANT TO FLORIDA STATUTE 617.1803

The undersigned, Scott T. Mikuen, Secretary of Harris Foundation (The "Corporation") a foreign corporation not for profit, in accordance with s. 617.1803, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was May 7, 1952.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Ohio.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Harris Foundation.
4. The name of the corporation, as set forth in its articles of incorporation to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is HARRIS FOUNDATION, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Ohio.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting foreign corporation not for profit has executed this certificate of the 4th day of June, 2018.

HARRIS FOUNDATION

By: _____

Scott T. Mikuen
Scott T. Mikuen
Secretary

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ARTICLES OF INCORPORATION
OF
HARRIS FOUNDATION, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes (the "Florida Not for Profit Corporation Act") and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time ("Internal Revenue Code"), the undersigned serves as Incorporator for the purpose of forming a Florida corporation not for profit and certifies:

ARTICLE 1
NAME

The name of this corporation is HARRIS FOUNDATION, INC. (the "Corporation").

ARTICLE 2
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and the initial mailing address of the Corporation is 1025 W. NASA Blvd., Melbourne, FL 32919.

ARTICLE 3
REGISTERED AGENT

The name of the initial registered agent of the Corporation, which is authorized to receive service of process, is Corporation Service Company. The street address of the initial registered office of the Corporation is 1201 Hays Street Tallahassee, FL 32301.

ARTICLE 4
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5
POWERS

In furtherance of the purposes described in Article 4 above, the Corporation is authorized:

- (a) To promote, support, and engage in activities carried on for charitable purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in charitable activities.
- (b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income from such property and the principal thereof exclusively for charitable, educational, literary, or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person or entity, to be used in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided that gifts will be subject to acceptance by the Board of Directors as required by the Bylaws of the Corporation.

(d) To establish an office and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational, literary, or scientific purposes programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and will continue to be used exclusively for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use an official seal for the Corporation pursuant to Section 617.0302(3) of the Florida Statutes.

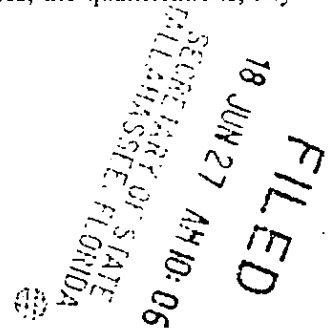
(j) To do all acts and things necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of Florida applicable to corporations not for profit under the Florida Not for Profit Corporation Act, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

Despite the foregoing, all powers and activities of the Corporation and its Board of Directors are limited by and subject to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation.

ARTICLE 6 MEMBERSHIP

The Corporation shall have members, the membership of which shall be as set forth in the Bylaws, including, but not limited to, as applicable, the designation of the class or classes, the qualifications, any voting rights and any other rights and privileges of the members.

ARTICLE 7 DIRECTORS



All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number and method of election or appointment of Directors (not less than three) shall be fixed and governed by the Bylaws.

The initial Directors shall consist of the following persons who are to serve as such until the close of the annual meeting specified opposite their respective names:

Name	Address	Term of Office until Close of Annual Meeting in Year Indicated
Rahul Ghai	1025 W. NASA Blvd Melbourne, FL 32919	2020
Robert L. Duffy	1025 W. NASA Blvd Melbourne, FL 32919	2020
William M. Brown	1025 W. NASA Blvd Melbourne, FL 32919	2019
Alexandra Lee	1025 W. NASA Blvd Melbourne, FL 32919	2019
Dana A. Mehnert	1025 W. NASA Blvd Melbourne, FL 32919	2021
Scott T. Mikuen	1025 W. NASA Blvd Melbourne, FL 32919	2021
Tania Hanna	1025 W. NASA Blvd Melbourne, FL 32919	2021

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Any additional terms for which the Directors are to serve and the method by which the Directors are to be elected will be stated in the Bylaws.

**ARTICLE 8
DIRECTORS' AND OFFICERS' COMPENSATION**

8.1 Compensation. A Director or officer of the Corporation may receive reasonable compensation for personal services rendered as a Director or officer or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable, educational, literary, or scientific purposes of the Corporation, and may be reimbursed for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the Bylaws.

8.2 Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and (i) one or more of its Directors or officers, (ii) any firm of which one or more of its Directors or officers are shareholders, partners or employees, or in which they are interested, or (iii) any corporation, association, or partnership of which one or more of its Directors or officers are shareholders, members, Directors, officers, partners, or employees, or in which they are interested, will be valid for all purposes, despite the presence of such Director or Directors, officer, or officers at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and despite his, her, or their participation in such action. The fact of such interest must be disclosed to or known by the Board of Directors and the Board of Directors may, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the Directors present. This section will not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto. This provision is subject to modification by any conflict of interest policy adopted by the Board of Directors of the Corporation.

**ARTICLE 9
CHARITABLE LIMITATIONS**

Despite any other provision of these Articles of Incorporation, the Corporation may 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 Internal Revenue Code and Chapter 617 of the Florida Statutes. These restrictions include, but are not limited to, the following:

9.1 No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the Directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable, educational, literary, or scientific purposes as set forth herein. All of the net earnings and assets of the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

9.2 No Propaganda. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation may not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

9.3 Private Foundation Rules. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

(a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE 10
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall exist perpetually.

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**ARTICLE 11
DISSOLUTION AND DISPOSITION OF ASSETS**

If the Corporation is dissolved pursuant to Florida law, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation by transferring such assets to one or more organizations, as the Board of Directors determines, that: (a) are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code; and (b) are engaged in activities of the type described in Article 4 above. Any 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 charitable purposes, or to one or more organizations as that court determines are organized and operated exclusively for such charitable, educational, literary, or scientific purposes.

**ARTICLE 12
BYLAWS**

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.


IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of Florida, the undersigned, constituting the Incorporator of this Corporation, executed these Articles of Incorporation on May, 30, 2018.

HARRIS FOUNDATION, INC.



By: Scott T. Mikuen

Secretary

INCORPORATOR: 
Scott T. Mikuen
Harris Corporation
1025 W. NASABlvd
Melbourne, FL 32919

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ACCEPTANCE OF REGISTERED AGENT

Corporation Service Company agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not for Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

Date: 6/28/17

Corporation Service Company
By: Roxanne Turner
Print Name: Roxanne Turner
Title: Asst. Vice President

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