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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**RHM Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF**

**RHM FOUNDATION, INC.  
a Florida Not For Profit Corporation**

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, does hereby certify:

**FIRST:** The name of the corporation is RHM Foundation, Inc. (the "Corporation").

**SECOND:** The street address of the initial principal office of the Corporation is 606 Banyan Trail, Boca Raton, FL 33431.

**THIRD:** The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code.

**FOURTH:** The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
Robert H. Mayer	606 Banyan Trail Boca Raton, FL 33431
Carlyn Mayer	606 Banyan Trail Boca Raton, FL 33431
Lothar Mayer	606 Banyan Trail Boca Raton, FL 33431

**FIFTH:** Except as otherwise provided in the bylaws or applicable law, the number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be elected is stated in the bylaws of the Corporation.

**SIXTH:** The street address of the initial registered office of the Corporation is 1875 NW Corporate Blvd., Suite 100, Boca Raton, FL 33431 (Attn: Andrew D. Levy, Esq.), and the name of its initial registered agent at such address is Frank, Weinberg & Black, P.L.

**SEVENTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or

otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**EIGHTH:** The Corporation will:

- (i) 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, or the corresponding section of any future federal tax code;
- (ii) not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code;
- (iii) not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code;
- (iv) not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code; and
- (v) not make any taxable expenditures as defined in section 4945 of the Code, or the corresponding section of any future federal tax code.

**NINTH:** Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such 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.

**TENTH:** The name and address of the sole incorporator is:

Robert H. Mayer  
606 Banyan Trail  
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this 29 day of August 2018.

  
Robert H. Mayer

**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is RHM Foundation, Inc.
2. The name and address of the registered agent and office is:

Frank, Weinberg & Black, P.L.  
1875 NW Corporate Blvd., Suite 100  
Boca Raton, FL 33431  
Attn: Andrew D. Levy, Esq.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

FRANK, WEINBERG & BLACK, P.L.

By:   
Name: Andrew D. Levy  
Title: Partner

Date: September 11, 2018