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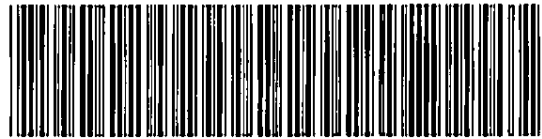
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Thank you!

ARTICLES OF INCORPORATION
OF
THE BASS FOUNDATION, INC.
(a Florida Not for Profit Corporation)

ARTICLE I.
NAME

The name of the corporation shall be "THE BASS FOUNDATION, INC." (hereinafter referred to as the "Corporation").

ARTICLE II.
ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the Corporation is c/o Hilarie Bass, 3591 Rockerman Road, Miami, Florida 33133.

ARTICLE III.
PURPOSE

This Corporation is organized exclusively for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the correspondent division of any future United States Internal Revenue Law).

ARTICLE IV.
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation.

ARTICLE V.
INITIAL BOARD OF DIRECTORS

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

<u>Name</u>	<u>Address</u>
Hilarie Bass	3591 Rockerman Road, Miami, Florida 33133

ARTICLE VI.
LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 IV hereof.

16 SEP 22 AM 11:03

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is NRAI Service, Inc., and the street address of the Corporation's initial registered agent is 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VIII.

INCORPORATOR

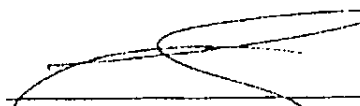
The name of the sole incorporator of the Corporation is Naomi Sakata and the address of such incorporator is c/o Greenberg Traurig, P.A., 333 SE 2nd Ave. Miami, FL 33131.

ARTICLE IX.

DISTRIBUTION ON DISSOLUTION

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 not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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.

The undersigned executes these Articles of Incorporation of **THE BASS FOUNDATION, INC.** as of this 25th day of September 2018.


Naomi Sakata, Incorporator

18 SEP 26 AM 11:03

**CONSENT OF REGISTERED AGENT
OF
THE BASS FOUNDATION, INC.**

The undersigned, NRAI Services, Inc., having been named as registered agent to accept service of process for THE BASS FOUNDATION, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

NRAI SERVICES, INC.

By: _____

Name:


Judith Argao
Vice President

Title:

and Assistant Secretary

19 SEP 26 AM 11:03
CMT