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FLORIDA PROFIT/NON PROFIT CORPORATION
Engage! Foundation, Inc.

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Help

ARTICLES OF INCORPORATION
OF
ENGAGE! FOUNDATION, INC.
(A Corporation Not For Profit)

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby make, swear to, adopt and file these Articles of Incorporation of Engage! Foundation, Inc. (the "Corporation").

ARTICLE I
Name and Duration

The name of the Corporation is Engage! Foundation, Inc. The term of duration of the Corporation shall be perpetual.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office of the Corporation is 1406 Craftsman Avenue W., Celebration, Florida 34747 and the mailing address of the Corporation is P.O. 470236, Celebration, Florida 34747.

ARTICLE III
Registered Office and Agent

The street address of the registered office of the Corporation is at 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the registered agent at the address is CT Corporation System.

ARTICLE IV
Corporate Purposes, Powers and Rights

Section 1. The Corporation is organized and shall be operated exclusively for charitable purposes as defined in Section 501(c)(3) of the Code. In furtherance thereof, but without

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limitation thereon, the Corporation shall hold, invest and administer assets received as charitable gifts, bequests and contributions and use such assets or the income therefrom as follows:

(1) to make grants and other distributions to support (i) charitable activities and projects and (ii) activities and projects conducted by organizations operated exclusively for charitable purposes;

(2) to assist persons in need of basic necessities, such as food, clothing, housing (including household repairs), transportation, and medical assistance (including psychological help), due to disasters such as hurricanes and other natural disasters or other situations which create severe financial hardship such as illness, fire and flood; and

(3) to acquire or receive from any person, firm, association, corporation, trust or foundation by deed, gift, purchase, bequest, devise or otherwise, cash, securities, or other property, real and personal, and to hold, administer, manage, invest, reinvest, and disburse the principal thereof and/or the income therefrom solely for the purposes stated in these Articles of Incorporation.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, but 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 Section 1 of this Article. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited

accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V
Private Foundation Limitations

Notwithstanding anything to the contrary hereinbefore contained, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

A. the Corporation shall distribute its income from each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

B. the Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;

C. the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

D. the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

E. the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE VI
Members

The Bylaws of the Corporation may make provision with regard to members of the Corporation, including the manner of admission to membership.

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ARTICLE VII
Directors

Directors shall be elected, appointed and removed as provided in the Bylaws of the Corporation, as the same may be amended, restated or otherwise modified from time to time.

ARTICLE VIII
Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
William J. Culbertson	127 Public Square Suite 2000 Cleveland, Ohio 44114

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ARTICLE IX
Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable purposes to such "qualified" organization or organizations as the Board shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article IX only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

ARTICLE X
Amendments

If the Bylaws of the Corporation make provision for members of the Corporation and there are then currently one or more members, these Articles of Incorporation may be amended

by the members by a majority vote of the members present at a meeting at which a quorum is present or by written action of the members without a meeting. If the Bylaws of the Corporation do not make provision for members of the Corporation or there are no members, these Articles of Incorporation may be amended as provided in Section 617.1002(1)(b) of the Act.

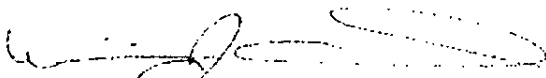
ARTICLE XI
Code References

All references in these Articles of Incorporation to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XII
Indemnification

The Corporation shall fully indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand on this day, November 12 2018, for purpose of forming this Corporation not for profit under the laws of the State of Florida.



William J. Culbertson, Incorporator

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REGISTERED AGENT CERTIFICATE

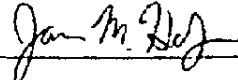
In pursuance of the Act, the following is submitted in compliance with said statute:

That Engage! Foundation, Inc., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Plantation, County of Broward, State of Florida, has named CT Corporation System, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

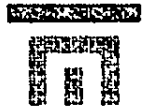
ACKNOWLEDGEMENT

Having been named to accept service of process and serve as registered agent for the above-named corporation, at the place designated in the articles of incorporation of such corporation, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that it is familiar with §617.0501 et seq., Florida Statutes.

CT Corporation System

By: 
Name: _____ James M. Halpin
Its: _____ Assistant Secretary

Dated: 11/13, 2018



**NELSON MULLINS
BROAD AND CASSEL**

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