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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**International Civility Initiative, Inc.**

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ARTICLES  
OF  
INCORPORATION

INTERNATIONAL CIVILITY INITIATIVE, INC.  
(a Florida Corporation Not-for-Profit)

ARTICLE I  
Name

The name of this Corporation is INTERNATIONAL CIVILITY INITIATIVE, INC.  
(hereinafter called the "Corporation").

ARTICLE II  
Corporate Nature

The Corporation is a corporation not for profit organized pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III  
Address

The address of the principal office and the mailing address of the corporation shall be:  
c/o Neil T. Shmunis, MD, 152 University Boulevard North Jacksonville, FL 32211.

ARTICLE IV  
Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V  
Purposes

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to

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organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

The corporation intends to qualify for an exemption from taxation under Section 501(c)(3) and qualification under Section 170(c)(2) of the Internal Revenue Code; the corporation shall be prohibited from engaging in any activity prohibited by such sections and regulations and authority promulgated under such sections of the Code; if necessary these Articles of Incorporation shall be amended as may be required to qualify for any such exemption on qualification. No substantial 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 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 by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI

Powers

The Corporation shall have all of the powers, privileges, rights and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or thereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (a) To acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;

(b) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;

(c) To borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

(d) To raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and

(e) To do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

## ARTICLE VII Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the By-laws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the By-laws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the By-laws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

## ARTICLE VIII Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Neil T. Shmunes, MD  
152 University Boulevard North  
Jacksonville, FL 32211

Richard Brock  
846 Granada Boulevard South  
Jacksonville, Florida 32207

Jeff Brink, MD  
PO Box 3217  
Ponte Vedra Beach, FL 32004

Steve Mote, MD  
193 Caster Ranch Road  
Mountainair, NM 87036

ARTICLE IX  
Members

The Corporation shall not have members.

ARTICLE X  
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.

ARTICLE XI  
Restrictions

The following restrictions shall apply:

(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 V hereof.

(b) 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections for any future federal tax code.

(d) The Corporation shall distribute its income for each tax 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 Internal Revenue Code of 1986, as amended, or corresponding section of any federal tax code.

(e) The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d)

of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.


ARTICLE XII  
Registered Office; Registered Agent

The name and street address of the Corporation's registered agent and office in the State of Florida are Neil T. Shmunes, MD, 152 University Boulevard North, Jacksonville, FL 32211.

ARTICLE XIII  
Incorporator

The name and address of the incorporator are Neil T. Shmunes, MD, 152 University Boulevard North, Jacksonville, FL 32211 (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on December 19, 2018.

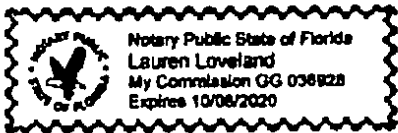
  
NEIL T. SHMUNES, M.D., Incorporator


STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared NEIL T. SHMUNES, MD to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, December 19, 2018.

(NOTARY SEAL)



  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: Lauren Loveland  
My Commission Expires: 10/06/20  
Commission No.: GG 036928

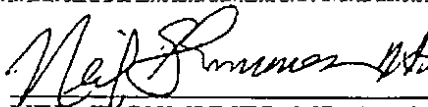
CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

INTERNATIONAL CIVILITY INITIATIVE, INC. desiring to organize under the laws  
of the State of Florida, has named, as its agent to accept service of process within this state.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the  
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all statutes relative to the proper and complete performance of my  
duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

DATED December 19, 2018.



NEIL T. SHMUNES, MD, Registered Agent  
152 University Boulevard North  
Jacksonville, FL 32211

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