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**FLORIDA PROFIT/NON PROFIT CORPORATION
MARELL FOUNDATION, INC.**

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ARTICLES OF INCORPORATION**OF****MARELL FOUNDATION, INC.**

The undersigned, being desirous of forming a corporation for educational, charitable, and philanthropic purposes, pursuant to Chapter 617 of the Florida Statutes, does hereby recite the following:

ARTICLE I.

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

ARTICLE II.

The corporation will have perpetual existence.

ARTICLE III.

The corporation may engage in any activity permitted under the laws of the United States and the State of Florida within the following purpose:

1. To solicit and receive grants and contributions, and use the amounts received to research into and assistance for public needs and interests.
2. To voluntarily aid, support and assist by gifts, contributions or otherwise, other organizations, corporations, community chests, trusts, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes or for the prevention of cruelty children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To voluntarily aid, support and assist, directly or indirectly, by gifts, donations, grants-in-aid, fellowships, scholarships, contributions, or otherwise, indigent or deserving individuals and families.
4. In furtherance, but not in limitation, of the forgoing purposes, the corporation shall have the power and authority:
 - a. To receive and administer funds and contributions received by gift, deed, bequest or devise and otherwise to acquire money, securities, properties, rights and services of every kind and description and to hold, invest, expand, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned;
 - b. To do all such acts as are necessary or convenient to accomplish the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by these Articles of Incorporation or by the By-laws of the corporation;
 - c. To have all powers that may be conferred upon charitable corporations formed under the Florida Not-For-Profit Corporation Act.

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d. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV.

Members of the corporation shall be natural persons who express their affirmation of and Agreement with the purposes of the corporation, and whose admission as members is approved by a majority vote of the Directors. Membership in the corporation shall at all times be the same as membership on the Board of Directors of the Corporation.

ARTICLE V.

The street address of the initial registered office is 28050 U.S. Hwy. 19 N., Suite 402, Clearwater, FL 33761, and the initial registered agent at such address is DONALD R. HALL, Esquire. The principal address of the corporation shall be 26 W. Orange Street, Tarpon Springs, Florida 34689.

ARTICLE VI.

As used herein, the term "Code" shall be deemed to refer to the Internal Revenue Code of 1954, as amended. References to a specific provision of the Code shall be deemed to include the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII.

The affairs of the corporation shall be managed by a Board of Directors consisting of at least three (3) members. Appointment to the Board of Directors shall be by a majority of the existing members and Directors of the Corporation and as further described in the Corporation's By-laws. The names and addresses of the initial members of the Board of Directors are:

Carol E. Martin
P.O Box 1291
Tarpon Springs, Florida 34688-1291

Peter Ristorcelli
c/o Ellis & Co., LLLP
P.O. Box 1879
Tarpon Springs, FL 34688-1879

Donald R. Hall
c/o Goza and Hall, P.A.
28050 U.S. Hwy. 19 N., Suite 402
Clearwater, FL 33761

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ARTICLE VIII.

The name and address of the incorporator hereof is:

Carol E. Martin
P.O Box 1291
Tarpon Springs, Florida 34688-1291

ARTICLE IX.

The Board of Directors of the Corporation may provide such By-laws for the conduct of the Corporation's business and the carrying out of its purposes as they deem necessary or desirable from time to time. Upon proper notice, the By-laws may be amended, altered, or repealed by a majority vote of those members of the Board of Directors present and constituting a quorum for the transaction of business at any regular meeting or at any special meeting called for that purpose.

ARTICLE X.

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all right and privileges conferred upon the members. Directors and officers are subject to this reservation.

ARTICLE XI.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(a) of the Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Articles, the Corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE XII.

Upon the winding up, liquidation or dissolution of the Corporation, no member, director, private individual or corporation shall be entitled to any distribution or division of the Corporation's remaining assets or proceeds, except as provided by law. After paying or making provision for the payment of all of the liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to a nonprofit fund, Trust, foundation, corporation or other organization which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Code.

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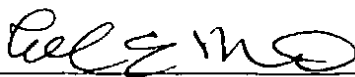
ARTICLE XIII.

Any other provision of this instrument notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941 of the Code; nor retain any excess business holdings as defined in Section 4943 of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4954 of the Code. For any period in which the Corporation is a "private foundation" as defined in the Code, the Corporation shall distribute, for the purposes stated herein, for each taxable year, amounts at least sufficient to avoid the tax imposed by Section 4942 of the Code.

ARTICLE XIV.

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this 24th day of April, 2019, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


Carol E. Martin

Sole Incorporator

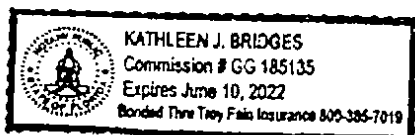
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STATE OF FLORIDA

COUNTY OF PINELLAS

I hereby certify that on this day before me, an office duly authorized in the State aforesaid and in the county aforesaid to take acknowledgements, personally appeared CAROL E. MARTIN, to me known and known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same and that the facts therein stated are truly set forth.

Witness my hand and official seal in the county and state last aforesaid this 24th day of April, 2019.




Kathleen J. Bridges
Notary Public, State of Florida

My Commission Expires:

JUNE 10, 2022

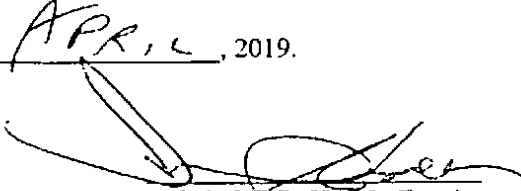
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designed in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 24 day of APRIL, 2019.


DONALD R. HALL, Esquire

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