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Division of Corporations  
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**Email Address:** josie.hernandez-suarez@hklaw.com

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

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

The undersigned, for purposes of forming a corporation not for profit in compliance with Chapter 617, Florida Statutes, hereby submits the following Articles of Incorporation:

Article I  
Name

The name of the corporation shall be **TOLEDO FOUNDATION, INC.** (the "Corporation").

Article II  
Principal Office and Mailing Address

The principal place of business and mailing address of the Corporation shall be:

1200 Cartagena Avenue  
Coral Gables, Florida 33156

Article III  
Duration

The Corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

Article IV  
Purpose

The Corporation is organized, and shall be operated, exclusively for such lawful charitable, educational, literary, or scientific purposes, as shall qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws. Within the scope of the foregoing, the Corporation is organized and empowered to accept, hold, invest and disburse for charitable, educational, literary, or scientific purposes, such funds as may from time to time be given to it by any person, persons or entities. The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

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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,

- (a) unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws, and except
- (b) (i) as reasonable compensation for services rendered, or
- (ii) to make payments and distributions in furtherance of the purposes set forth in this Article IV.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) 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, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent Federal tax laws, or (c) by a private foundation within the meaning of Section 509(a) of the Code, or corresponding provisions of any subsequent Federal tax laws.

#### Article V Activities by Private Foundation

In accordance with Section 617.0835, Florida Statutes, and Section 508(e) of the Code, or the corresponding provisions of any subsequent Federal tax laws, the Corporation:

- (a) Shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4941(a) or (b) of the Code or corresponding provisions of any subsequent Federal tax laws;
- (b) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws;
- (c) Shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws, which

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would give rise to any liability for the tax imposed by Section 4943(a) or (b) of the Code or corresponding provisions of any subsequent Federal tax laws;

- (d) Shall not make any investments in such manner as to subject it to tax under Section 4944, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or (b) of the Code, or corresponding provisions of any subsequent Federal tax laws; and
- (c) Shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4945(a) or (b) of the Code or corresponding provisions of any subsequent Federal tax laws.

#### Article VI

##### Members

The qualification for members and the manner of their admission shall be as provided in the Bylaws. The rights exercisable by members shall also be as provided in the Bylaws.

#### Article VII

##### Board of Directors

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws.

#### Article VIII

##### Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent of the Corporation is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

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Article IX  
Incorporator

The name and street address of the incorporator is:

John L. Stansbury  
Holland & Knight LLP  
701 Brickell Avenue, Suite 3300  
Miami, Florida 33131

Article X  
Dissolution

In the event of the dissolution or winding up of the Corporation, the assets of the Corporation remaining after the payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the United States government, or to a state or local government, for a public purpose. Such disposition shall be accomplished in a manner which does not result in the imposition of any amount of tax under section 507 of the Code, relating to the tax on termination of private foundation status, or the corresponding provisions of any subsequent Federal tax laws. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

Article XI  
Amendments

These Articles of Incorporation may be amended, altered, changed or repealed by the act of a majority of the members of the Corporation.

Article XII  
Bylaws

The Bylaws of the Corporation shall be made, amended, altered, changed or repealed by the act of a majority of the members of the Corporation.

Article XIII  
Indemnification

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its

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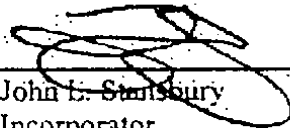
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subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

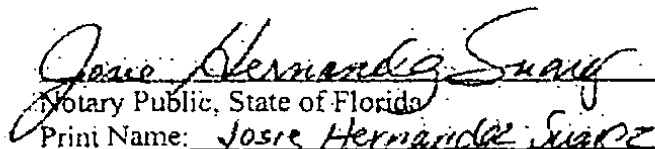
The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of August, 2019.

  
John L. Stansbury  
Incorporator

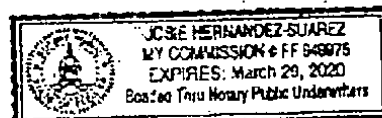
**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of August, 2019, by John L. Stansbury, who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida

Print Name: José Hernandez Suarez

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

**TOLEDO FOUNDATION, INC.**, a Florida not for profit corporation, has designated Corporation Service Company located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby acknowledges that the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this 23rd day of August, 2019.

Corporation Service Company



By: \_\_\_\_\_

Its: Linda Snook

Assistant VP