

12/6/2013

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FLORIDA PROFIT/NON PROFIT CORPORATION

The 321 Project, Inc.

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**ARTICLES OF INCORPORATION
OF
THE 321 PROJECT, INC.**

The undersigned incorporator hereby forms a nonprofit corporation under the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be: **THE 321 PROJECT, INC.**

The address of the principal office of this corporation shall be 755 NW 17th Avenue, Suite 107, Delray Beach, Florida 33444, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The business may engage or transact in any or all lawful activities or business consistent with the nature of the business set forth herein and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

- A. This Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This Corporation shall be a nonprofit corporation.
- B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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- C. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- D. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of Sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.
- E. In the event that the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Internal Revenue Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, from retaining any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, from making any investments in such manner as to subject the corporation to tax under Section

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4944 of the Internal Revenue Code, and from making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE III. REGISTERED AGENT NAME AND ADDRESS

The street address of the initial registered office of the corporation shall be 3839 NW Boca Raton Blvd., Suite 100, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Michael W. Simon.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation and the manner in which Directors are elected is set forth in the corporation By Laws. This corporation shall have (1) director, initially. The name and street address of the initial member of the Board of Directors is:

Marc Julien
755 NW 17th Avenue
Suite 107
Delray Beach, FL 33444

ARTICLE VI. OFFICERS AND THEIR TIME OF ELECTION

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following Officers: a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers as the Board of Directors may deem advisable or necessary. Each Officer shall hold office until the next annual election or until his or her successor is chosen and qualified. The Initial Officers shall be:

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President, Secretary and Treasurer:
Marc Julien
755 NW 17th Avenue
Suite 107
Delray Beach, Florida 33444

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Michael W. Simon, 3839 NW Boca Raton Blvd., Suite 100, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 6th day of December 2019.


Michael W. Simon, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is: **THE 321 PROJECT, INC.**
2. The name and address of the registered agent and office is: Michael W. Simon, 3839 NW Boca Raton Blvd., Suite 100, Boca Raton, Florida 33431

December 6, 2019


Michael W. Simon

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

December 6, 2019


Michael W. Simon

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