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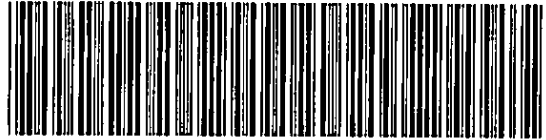
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*Law Offices*  
**Marx Rosenthal PLLC**

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MIAMI, FLORIDA 33131

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*James A. Marx, Esq.*  
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*Steven Rosenthal, Esq.*  
Admitted in Florida and New York  
[Steve@MarxRosenthal.com](mailto:Steve@MarxRosenthal.com)

December 10, 2019

Registration Department  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation

To Whom It May Concern:

Enclosed, please find Articles of Incorporation for The Jean Maggi Foundation Inc., a Florida corporation not for profit, with an effective date of January 1, 2020. Should you have any questions or need any further information please contact me at the number set forth above.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Rosenthal', written in a cursive style.

Steven Rosenthal, Esq.

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** The Jean Maggi Foundation Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Steven Rosenthal  
\_\_\_\_\_  
Name (Printed or typed)

One SE Third Avenue, Suite 2900  
\_\_\_\_\_  
Address

Miami, FL 33131  
\_\_\_\_\_  
City, State & Zip

786-378-8121  
\_\_\_\_\_  
Daytime Telephone number

steve@marxrosenthal.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
THE JEAN MAGGI FOUNDATION INC.,  
A Florida Corporation Not For Profit**

The undersigned, acting as incorporator of **THE JEAN MAGGI FOUNDATION INC.**, under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is **THE JEAN MAGGI FOUNDATION INC.**, (hereinafter referred to as the "Corporation"), a Florida corporation not for profit.

**ARTICLE II**

**TERM**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III**

**INCORPORATION**

The name and street address of the incorporator is as follows:

Steven Rosenthal, Esq.  
One Southeast Third Avenue, Suite 2900  
Miami, FL 33131

**ARTICLE IV**

**CORPORATE PURPOSE**

(a) The Corporation is organized and shall be operated exclusively for charitable, and community purposes, within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

(b) Included among the charitable purposes for which the Corporation is being formed is educating individuals with respect to the inclusion and acceptance of disabled

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individuals and to provide such individuals with the tools and confidence to reach their physical, mental, and education goals.

## **ARTICLE V**

### **ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE VI**

### **DEDICATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The assets of the Corporation shall be permanently and exclusively dedicated to charitable, or community purposes within the meaning of Section 501(c)(3) of the Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to organizations then in existence at such time that qualify as exempt organizations under Section 501(c)(3). 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, such Court to be one which has competent jurisdiction over both the Corporation and the assets to be disposed of, exclusively for the charitable, or community purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be no less than three (3) nor more than seven (7). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the

Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Maggi, Juan Ignacio	1808 Biarritz Drive Miami Beach, FL 33141
Victoria Milano, Maria	1808 Biarritz Drive Miami Beach, FL 33141
Zak, Cynthia	1808 Biarritz Drive Miami Beach, FL 33141

## **ARTICLE VIII**

### **OFFICERS**

The names and addresses of the initial officers are as follows:

<u>Name</u>	<u>Address</u>
Maggi, Juan Ignacio    President	1808 Biarritz Drive Miami Beach, FL 33141

## **ARTICLE IX**

### **INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein

contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

## **ARTICLE X**

### **MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

## **ARTICLE XI**

### **BYLAWS**

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Corporation.

## **ARTICLE XII**

### **AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the members of the Board of Directors.

## **ARTICLE XIII**

### **INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this Corporation is Steven Rosenthal, Esq., c/o Marx Rosenthal PLLC, One Southeast Third Avenue, Suite 2900, Miami, FL 33131.

## **ARTICLE XIV**

### **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal office of the corporation shall be located at 1808 Biarritz Drive, Miami Beach, Florida 33141.

**ARTICLE XV**  
**EFFECTIVE DATE**

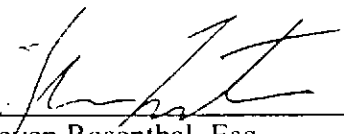
The Effective Date of these Articles of Incorporation shall be January 1, 2020.

**ARTICLE XVI**

**CORRESPONDENCE NAME AND EMAIL**

All future emails correspondences should be sent to Steven Rosenthal at  
steve@marxrosenthal.com

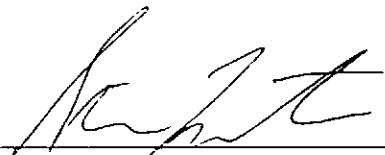
**IN WITNESS WHEREOF**, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 10<sup>th</sup> day of December 2019, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Steven Rosenthal, Esq.  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for THE JEAN MAGGI FOUNDATION INC., in the foregoing Articles of Incorporation, I, on behalf of THE JEAN MAGGI FOUNDATION INC., a Florida not-for-profit corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

**THE JEAN MAGGI FOUNDATION INC.**

By:   
\_\_\_\_\_  
Steven Rosenthal, Esq.

Date: December 10, 2019