

3/27/2020

Division of Corporations

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Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
US OPEN EDUCATION RESOURCES FOUNDATION, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
US OPEN EDUCATION RESOURCES FOUNDATION, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of this corporation shall be:

US OPEN EDUCATION RESOURCES FOUNDATION, INC.

The address of this corporation shall be 8900 Artisan Way, Sarasota, Florida 34240, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE II
Purposes**

(a) The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation is organized to accept, hold, administer and disburse such funds as may from time to time be contributed to the corporation for charitable purposes, including for such purposes the making of distributions to organizations described in section 501(c)(3) and the conduct of other charitable activities as determined by the corporation's Board of Directors.

(b) 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 purpose set forth herein.

(c) The corporation itself shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any provisions of these Articles of Incorporation, the corporation (a) shall not (1) carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3), or (ii) by a corporation, contributions for which are deductible under section 170(c)(2), (2) engage in any act of self-dealing (as defined in section 4941(d)), (3) retain any excess business holdings (as defined in section 4943(c)), (4) make any investments in such manner as to subject the Foundation to tax under section 4944, or (5) make any taxable expenditures (as defined in section 4945(d)); and (b) shall distribute its income for

each taxable year at such time and in such manner as to not subject the corporation to tax under section 4942.

(c) Upon dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations operated exclusively for charitable purposes as shall at that time qualify as an exempt organization or organizations under section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction 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 III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(b) This corporation 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 law.

(c) This corporation shall distribute its income for each taxable 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 Code or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation 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.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV
No Members

At the time of incorporation, there shall be no members of this corporation.

ARTICLE V
Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI
Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

H. LINCOLN MILLER, JR.
8900 Artisan Way
Sarasota, FL 34240

ARTICLE VII
Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors, as provided in the bylaws, and by officers who shall be elected annually by majority vote of the Board of Directors. The officers thus to be elected may include a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the office of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be fewer than three (3) but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, in the manner set out in the bylaws. The initial Directors shall be:

H. LINCOLN MILLER, JR.
8900 Artisan Way
Sarasota, FL 34240

MARGARET B. MILLER
8900 Artisan Way
Sarasota, FL 34240

SHAUN MCDOWELL
411 Courts North Drive
Melville, NY 11747

The initial President shall be:

H. LINCOLN MILLER, JR.
8900 Artisan Way
Sarasota, FL 34240

ARTICLE VIII
Registered Office and Registered Agent

The name of the corporation's initial registered agent is **H. LINCOLN MILLER, JR.**, and the street address of the corporation's initial registered office is 8900 Artisan Way, Sarasota, Florida 34240. The corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

Signature Page Follows

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed on this 27 day of MARCH, 2020.


H. Lincoln Miller, Jr., Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

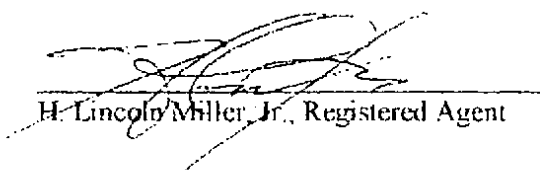
1. The name of the corporation is: **US OPEN EDUCATION RESOURCES
FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

H. LINCOLN MILLER, JR.

8900 Artisan Way
Sarasota, FL 34240

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.

Dated this 27 day of MARCH, 2020.


H. Lincoln Miller, Jr., Registered Agent