

4/20/2020

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
LUPIN FOUNDATION INC.**

Certificate of Status	0
Certified Copy	1
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FILED
20 APR 20 PM 8:31
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF
LUPIN FOUNDATION INC.
(A Florida Not For Profit Corporation)**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: LUPIN FOUNDATION INC. (the "Corporation")

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 581 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108.

**ARTICLE III
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

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20 APR 20 2020
CLERK OF COURT
JULIA HAYES

**ARTICLE IV
ELECTION OF DIRECTORS**

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

**ARTICLE V
MEMBERSHIP**

The Corporation may have members as set forth in the Bylaws of the Corporation. Any member shall have such rights as shall be set forth in the Bylaws of the Corporation.

**ARTICLE VI
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the registered agent are:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator are:

Matthew J. Scheer
777 S Flagler Drive, Suite 500E
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles as of the 17th day of April, 2020.

/s/ Matthew J. Scheer

Matthew J. Scheer, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, CT Corporation System hereby accepts the appointment as registered agent and agrees to act in this capacity. CT Corporation System further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and CT Corporation System is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

CT Corporation System

By:

Name:

Title:

Karen Fugelsang
assistant Secretary

Date: April 17, 2020

ACTIVE:11966449.1