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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ZAHIR DOSSA FOUNDATION, INC.**

Document no.: N20000011069

Pursuant to the provisions of Sections 617.1007, 617.1002, 617.01201, and 617.1006 of the Florida Statutes, this Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of the Zahir Dossa Foundation, Inc., a Florida not for profit corporation (the "Corporation"), duly organized and existing under the laws of the State of Florida as filed on October 7, 2020, the undersigned directors confirm that these Amended and Restated Articles of Incorporation were duly adopted by written consent of the Member on May 4, 2022. These Amended and Restated Articles of Incorporation hereby amend and restate Articles of Incorporation and supersede and replace the provisions of the Corporation's original Articles of Incorporation in their entirety:

**ARTICLE I
NAME**

The name of this corporation is the "The Dossa Foundation, Inc."

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is c/o 701 Brickell Avenue, Suite 3300, Miami, Florida 33131.

**ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, without limitation, the purpose of making distributions to organizations described in Sections 501(c)(3) and 170(c) of the Internal Revenue Code. In furtherance of such purpose, the Corporation is authorized:

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(a) To promote, support, and engage in activities carried on for exempt purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in exempt activities.

(b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income from such property and the principal thereof exclusively for charitable, educational, literary, or scientific purposes either directly or by contributions to other charitable organizations.

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person or entity, to be used in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided that gifts will be subject to acceptance by the Board of Directors as required by the Bylaws of the Corporation.

(d) To establish an office and employ such personnel as may be necessary and appropriate in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable and educational programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and will continue to be used exclusively for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use an official seal for the Corporation.

(j) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in section 617.0302 of the Florida Statutes, subject however to the requirements of Section

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501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation.

ARTICLE V RIGHTS AND RESTRICTIONS

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

(a) No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the Incorporator, members, directors, or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the exempt purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions in furtherance of the Corporation's exempt purposes as set forth in Article IV.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) In the event that, and for so long as, the Corporation is classified as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation (i) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code; (ii) shall make distributions at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code; (iv) shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

ARTICLE VI MEMBERSHIP

The Corporation shall have one class of Members. The qualifications, rights, privileges, restrictions, conditions, and number of Members shall be set forth in the Bylaws of the Corporation.

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ARTICLE VII DIRECTORS

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The number of Directors of the Corporation, their qualifications, powers, duties, terms of office, manner of removal, and manner of filling vacancies shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII LIMIT ON LIABILITY AND INDEMNIFICATION

8.1 No director, officer, agent or representative of the Foundation shall be liable to the Foundation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended.

8.2 The Foundation shall indemnify its directors, officers, agents, and representatives to the full extent permitted by applicable law. Notwithstanding the foregoing provisions of this Article, during any period that the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

8.3 Any amendment, modification, or repeal of this Article shall not adversely affect any right or protection of a director, officer, agent or representative of the Foundation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE IX DISPOSITION OF ASSETS

Upon the dissolution of the Corporation, and after paying, satisfying, discharging, or making adequate provision for the payment of all of the liabilities and obligations of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation to one or more organizations that are organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as the Board of Directors determines. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes, or to such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

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ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS


These Articles of Incorporation may be amended or restated by the affirmative vote of a majority of the Members then serving, at any meeting of the Members, but only if the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the amendment or restatement of the Articles of Incorporation. The right to vote on amendments to the Bylaws is reserved exclusively to the Members.

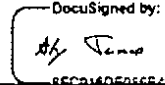
ARTICLE XI
REGISTERED AGENT

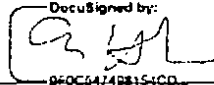
The Corporation's street address of the registered agent is 1201 Hays Street, Tallahassee, Florida 32301 and the Corporation's registered agent at that address to accept service of process within the state is Corporation Service Company.

* * *

IN WITNESS WHEREOF, the undersigned Directors have executed these Amended and Restated Articles of Incorporation of the Corporation on May 4, 2022.

By:  DocuSigned by:
7BAF0025747F434
Zahir Dossa, Director

By:  DocuSigned by:
8EC01405050E400
Aly Juma, Director

By:  DocuSigned by:
0F0C547498154CD
Christopher Hudgens, Director