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FLORIDA PROFIT/NON PROFIT CORPORATION

The Armand Hammer Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE ARMAND HAMMER FOUNDATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)**

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

**ARTICLE I
NAME**

The name of the corporation is **THE ARMAND HAMMER FOUNDATION, INC.**, its principal and mailing address is 600 SW 3rd Street, Suite 100V, Pompano Beach, Florida 33060 (the "Corporation").

**ARTICLE II
NOT-FOR-PROFIT CORPORATION**

This Corporation is organized as a not for profit corporation pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue Law or Laws (the "Internal Revenue Code").

**ARTICLE III
PURPOSE**

The Corporation shall be organized and shall be operated exclusively as a non-profit, tax-exempt organization for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes:

- (a) to receive and administer funds for charitable, and educational purposes, and to that end to take title to and hold, by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as to such limitations, if any, as may be imposed by law;

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(b) to support and further the cultural education of the public through the arts, developing an appreciation for and awareness of the importance of the works of art and display such works of art for public exhibition;

(c) make charitable contributions to organizations and entities that serve the mission and purposes of the Corporation;

(d) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(e) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, may be used and distributed to organizations that qualify under Section 509(a)(1) or (2) of the Code;

(f) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property; and

(g) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 501(c)(3) of the Code.

ARTICLE IV MEMBERSHIP

The Corporation shall not have any members. The Board of Directors shall exercise all powers and duties for the conduct of the activities of the Corporation.

ARTICLE V INCORPORATOR

The name and address of the incorporator of this Corporation is:

NAME

Randy K. Sterns

ADDRESS

1801 North Highland Avenue
Tampa, Florida 33602

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ARTICLE VI
OFFICIAL BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. The initial members of the Board of Directors are:

Michael Hammer
Viktor Hammer
Peter Sansone
Jim Fraser
Rex Alexander

The initial members of the Board of Directors will serve the Corporation until their successors are duly elected and seated in the manner and for the terms prescribed in the Bylaws.

The affairs of the Corporation shall be managed by the Board of Directors, who shall select individuals to serve as Chief Executive Officer, President, Secretary and Treasurer. The duties of the officers will be described in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified. The initial officers of the Corporation are:

<u>Office:</u>	<u>Name</u>
Chief Executive Officer and President	Michael Hammer
Secretary and Treasurer	Rex Alexander

ARTICLE VII
PRIVATE FOUNDATION PROVISIONS

The Corporation will:

- (a) distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (b) not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (c) not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

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(d) not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

(e) not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII **AMENDMENTS**

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

ARTICLE IX **BYLAWS**

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE X **TERM**

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE XI **DISTRIBUTION OF ASSETS**

In the event of the dissolution of this Corporation, no funds shall be distributed, directly or indirectly, to any member, officer or director of the Corporation. After paying or making provisions for the payment of the liabilities of the Corporation, any funds remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed for the purposes for which the Corporation was organized.

ARTICLE XII **INDEMNIFICATION**

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

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IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 30th day of November, 2020.

Randy K. Sterns
Randy K. Sterns

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, *Florida Statutes*, **THE ARMAND HAMMER FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

**THE ARMAND HAMMER FOUNDATION,
INC.**

By: Randy K. Sterns
Randy K. Sterns, Incorporator

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, *Florida Statutes*.

**BUSH ROSS REGISTERED AGENT SERVICES,
LLC**

By: Randy K. Sterns
Randy K. Sterns, Vice President