

8/31/2021

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Division of Corporations

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Florida Department of State

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**FLORIDA PROFIT/NON PROFIT CORPORATION
AMERICAN FRIENDS OF BEARS FOUNDATION, INC.**

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C. C. KEEFE

SEP 1 2021

**ARTICLES OF INCORPORATION OF
AMERICAN FRIENDS OF BEARS FOUNDATION, INC.,
A NONPROFIT CORPORATION**

ARTICLE I. NAME

The name of the corporation is: AMERICAN FRIENDS OF BEARS FOUNDATION, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act as amended.

ARTICLE III. PURPOSES

The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including but not limited to making grants to organizations seeking to promote the interests and goals of the Bears Foundation in the United States and other organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 purposes

set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The corporation shall not participate in, 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.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than one (1) member, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be established in the Bylaws.

Section 4. Election. Directors shall be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

Section 5. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 6. Initial Directors. The initial Board of Directors shall consist of one (1) member, whose name and address are:

DIANNE K. BIENES – 3200 Port Royale Drive North, Apt. 1003
Fort Lauderdale, Florida 33308

Section 7. Meetings. The Chairman of the Board of Directors shall have exclusive power to call meetings of the Board of Directors.

ARTICLE VII. NO MEMBERS

Section 1. No Members. The corporation shall not have members.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt religious, charitable, educational, scientific, or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors shall determine, (ii) or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c) (2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE X. PRIVATE FOUNDATION RESTRICTIONS

Section 1. Restrictions. Until the Internal Revenue Service issued a determination letter regarding the tax exemption of the corporation and thereafter for such time as the corporation continues to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code;

(2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article X to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. INITIAL OFFICE AND AGENT

Section 1. Registered Office. The name and street address of the initial registered agent and initial registered office of the corporation shall be Dianne K. Bienes, 3200 Port Royale Drive North, Apt. 1003, Fort Lauderdale, Florida 33308.

Section 2. Principal Office. The mailing address of the initial principal office shall be 3200 Port Royale Drive North, Apt. 1003, Fort Lauderdale, Florida 33308.

ARTICLE XII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of her duties, of any business opportunity of the corporation; (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in the Florida Not For Profit Corporation Act as amended; (iv) For any transaction from which the director

derived an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 (including the corresponding provisions of any future United States internal revenue law, and not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XIII. INCORPORATOR(S)

Section 1. Incorporator(s). The name and address of the incorporator(s), who is a citizen of the United States, is:

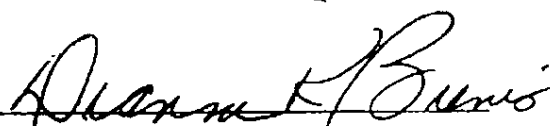
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Fort Lauderdale, Florida 33308

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IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act.

This August 31, 2021.

By:


DIANNE K. BIENES, Incorporator

2021 AUG 31 PM 2:00
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CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is AMERICAN FRIENDS OF BEARS FOUNDATION, INC.
2. The name and address of the registered agent and office is:
DIANNE K. BIENES – 3200 Port Royale Drive North, Apt. 1003
Fort Lauderdale, Florida 33308

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.


DIANNE K. BIENES

Date: August 31, 2021

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