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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
TALH FOUNDATION, INC.

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November 18, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: TALH FOUNDATION, INC.  
REF: W21000149519

We have received your document for TALH FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Jalesa S Dennis  
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FAX Aud. #: H21000424643  
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ARTICLES OF INCORPORATION  
OF  
TALH FOUNDATION, INC.  
In compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, in order to form a Florida corporation not for profit, does hereby certify:

ARTICLE I  
CORPORATE NAME

The name of the corporation is TALH Foundation, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The street address and mailing address of the principal office of the corporation is:

9429 Harding Avenue, Suite 149, Surfside, Florida 33154

ARTICLE III  
CORPORATE PURPOSES

The purposes for which the corporation is organized are to promote, encourage and carry on any religious, charitable, scientific, literary or educational endeavor within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

The corporation shall be operated and organized as a charitable organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

The references in this Article and subsequent Articles to particular sections of the Internal Revenue Code of 1986 in effect as of the date of filing these Articles of Incorporation shall be deemed to include corresponding provisions of any subsequent federal tax laws.

ARTICLE IV  
MEMBERS

The corporation shall have one or more members. The qualifications of members shall be as set forth in the by-laws of the corporation. The members of the corporation shall have the power and authority to direct gifts, grants, loans, donations and other contributions to be made by the corporation and investments to be made, retained and disposed of by the corporation as and to the extent provided

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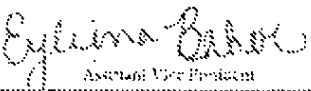
In the by-laws of the corporation, and shall have such other powers and authority as and to the extent provided in the by-laws of the corporation, subject in each event to the other provisions of these Articles of Incorporation. The board of directors of the corporation shall implement the directions of the members in the exercise of their powers and authority under these Articles of Incorporation and the by-laws of the corporation.

**ARTICLE V**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent and registered office of the corporation shall be:

Name:	Address:
Corporation Service Company	1201 Hays Street
	Tallahassee, FL 32301

Having been named as registered agent to accept service of process at the place designated in this instrument, I am familiar with and accept the appointment as registered agent to act in this capacity.

  
Assistant Vice President  
 \_\_\_\_\_  
 Required Signature of Registered Agent

11/17/2021  
 \_\_\_\_\_  
 Date

**ARTICLE VI**  
**INDEMNIFICATION**

Every person who is or was a director or officer of the corporation shall be indemnified by the corporation to the fullest extent allowed by law, including the indemnification permitted by Fla. Stat. Section 617.0831. During the pendency of any proceeding involving a director or officer, the corporation shall, to the fullest extent permitted by law, promptly advance expenses that are incurred, from time to time, by a director or officer in connection with the proceeding, subject to the receipt by the corporation of an undertaking as required by law.

**ARTICLE VII**  
**DIRECTORS**

- A. Directors shall be elected by the members as provided in the by-laws of the corporation.
- B. The management and conduct of the affairs of the corporation shall be by the board of directors, except as provided in Article IV hereof and in the by-laws of the corporation.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator is Joseph A. Romano, One Lowenstein Drive, Roseland, New Jersey 07068.

**ARTICLE IX**  
**LIMITATION ON BENEFITS AND POLITICAL ACTIVITIES**

No member, director or officer of the corporation shall as such receive or become entitled to receive at any time any part of the net earnings or other net income of the corporation, nor shall any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE X**  
**DISTRIBUTION OF INCOME AND PROHIBITION OF CERTAIN ACTIVITIES**

A. The 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 Internal Revenue Code of 1986.

B. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986.

C. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986.

D. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986.

E. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986.

F. The corporation shall not carry on any other activities (i) not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) which would cause contributions to it to be nondeductible under sections 170(e)(2), 2055(a)(2), 2106(a)(2)(A)(i), 2522(a)(2) or 2522(b)(2) of the Internal Revenue Code of 1986.

#### **ARTICLE XI** **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any member, director, or officer of the corporation, but the remaining assets will be distributed as the by-laws may direct in accordance with law. However, in any event, the remaining assets must be distributed to another organization exempt under the provisions of section 501(c)(3) of the Internal Revenue Code, to the United States, or to a state or local government for a public purpose.

#### **ARTICLE XII** **PERSONAL LIABILITY OF MEMBERS, DIRECTORS AND OFFICERS**

A member, director or officer of the corporation shall not be personally liable to the corporation or its members for the breach of any duty owed to the corporation or its members except to the extent that an exemption from personal liability is not permitted by the Florida Not For Profit Corporation Act.

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IN WITNESS WHEREOF, the undersigned, as the incorporator of the corporation named above, has signed these Articles of Incorporation on this 16th day of November, 2021.

TALH FOUNDATION, INC.

By: \_\_\_\_\_

Joseph A. Romano, Incorporator

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