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FLORIDA PROFIT/NON PROFIT CORPORATION  
THE CARLOS AND DEBORAH HERNANDEZ FOUNDATION, INC.

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STATE OF FLORIDA  
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**ARTICLES OF INCORPORATION OF  
THE CARLOS AND DEBORAH HERNANDEZ FOUNDATION, INC.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes do hereby certify:

**ARTICLE 1**  
**NAME**

The name of the Corporation shall be THE CARLOS AND DEBORAH HERNANDEZ FOUNDATION, INC., hereafter sometimes called the "Corporation".

**ARTICLE 2**  
**PRINCIPAL OFFICE**

The place in this state where the principal office of the Corporation is to be located 960 Crescent Beach Road, Vero Beach, Florida 32963.

**ARTICLE 3**  
**DURATION**

This corporation shall have perpetual existence or shall exist until dissolved by operation of law.

**ARTICLE 4**  
**PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 5**  
**POWERS**

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

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**ARTICLE 6**  
**PROHIBITED ACTIVITIES AND REQUIRED PROVISIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, nor shall it carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

As required by the Internal Revenue Code and as provided in the Florida Not For Profit Corporation Act, Chapter 617, Section 0835, Florida Statutes, the corporation will: (1) 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; (2) 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; (3) 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; (4) not make any investments in a manner so 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, (5) 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 7**  
**MEMBERS**

This corporation is organized upon a non-stock basis and shall have no members.

**ARTICLE 8**  
**INDEMNIFICATION**

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the Corporation against all

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expenses and liabilities, including, without limitation, counsel fees, judgments, fines, taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity.

**ARTICLE 9**

**INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of this corporation is 99 Nesbit Street, Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation at that address is Brett H. Sifrit, Esq.

**ARTICLE 10**

**INITIAL BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time as set out in the bylaws of this corporation. The names and addresses of the initial directors are as follows:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Carlos M. Hernandez	960 Crescent Beach Road Vero Beach, FL 32963
Deborah P. Hernandez	960 Crescent Beach Road Vero Beach, FL 32963
Alicia M. Hernandez	701 N. Weston Lane Austin, TX 78733
Monica L. Hernandez	1341 28 <sup>th</sup> Street, NW Washington, D.C. 20007
Cecilia E. Hernandez	2518 Worthington Street Dallas, TX 75204

The above-named initial Directors shall remain as directors of the corporation until their death, resignation, or removal. Directors shall be elected and appointed as provided in the bylaws.

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**ARTICLE 11**  
**INITIAL OFFICERS**

The names and post office addresses of the initial officers who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have been qualified, are as follows:

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Carlos M. Hernandez	President	960 Crescent Beach Road Vero Beach, FL 32963
Deborah P. Hernandez	Vice President	960 Crescent Beach Road Vero Beach, FL 32963
Alicia M. Hernandez	Assistant Secretary Assistant Treasurer	701 N. Weston Lane Austin, TX 78733
Monica L. Hernandez	Secretary	1341 28 <sup>th</sup> Street, NW Washington, D.C. 20007
Cecilia E. Hernandez	Treasurer	2518 Worthington Street Dallas, TX 75204

**ARTICLE 12**  
**INCORPORATOR**

The name and address of the incorporator is Brett H. Sifrit, 99 Nesbit Street, Punta Gorda, Florida 33950.

**ARTICLE 13**  
**DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

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organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

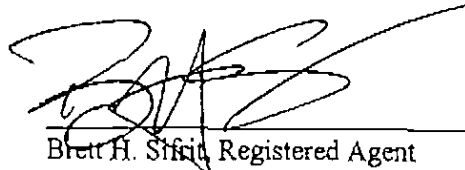
**ARTICLE 14**  
**AMENDMENTS**

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors. Notwithstanding the Directors' power to amend these Articles of Incorporation, the initial Directors shall remain directors until their death or resignation.

Dated this 6<sup>th</sup> day of December, 2021.

**ACCEPTANCE**

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 as provided for in Chapter 607 of the Florida Statutes.

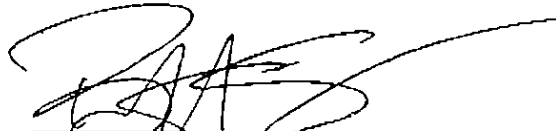


Brett H. Sifrit, Registered Agent

12-6-21

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Chapter 817, Section 155, Florida Statutes.



Brett H. Sifrit, Registered Agent

12-6-21

Date

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