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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SHILEN & PARITA PATEL FAMILY FOUNDATION,  
INC.**

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# ARTICLES OF INCORPORATION

OF

## SHILEN & PARITA PATEL FAMILY FOUNDATION, INC.

The undersigned natural person of the age of eighteen (18) years or more, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

### ARTICLE I: NAME OF CORPORATION

The name of the Corporation is SHILEN & PARITA PATEL FAMILY FOUNDATION, INC. (the "Corporation"). The principal place of business and mailing address of the corporation is 5600 W. Mariner Street, Suite 200, Tampa, Florida 33609.

### ARTICLE II: DURATION

The duration of the Corporation is perpetual.

### ARTICLE III: REGISTERED AGENT AND OFFICE

The name of the Corporation's initial registered agent, and the address of the Corporation's registered office in the state of Florida is:

Parita K. Patel  
5600 W. Mariner Street, Suite 200  
Tampa, Florida 33609

### ARTICLE IV: MEMBERS

The Corporation shall not have members.

### ARTICLE V: INCORPORATOR

The name and address of the incorporator is:

Shilen K. Patel  
5600 W. Mariner Street, Suite 200  
Tampa, Florida 33609

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**ARTICLE VI: DIRECTORS**

The initial Board of Directors shall be three (3) in number. The names and addresses of the initial Directors are:

Shilen K. Patel  
5600 W. Mariner Street, Suite 200  
Tampa, Florida 33609

Parita K. Patel  
5600 W. Mariner Street, Suite 200  
Tampa, Florida 33609

Dr. Kiran C. Patel  
5600 W. Mariner Street, Suite 200  
Tampa, Florida 33609

Directors shall be elected, serve, and be removed as further provided in the Corporation's Bylaws.

**ARTICLE VII: CORPORATION'S PURPOSES**

The purposes for which the Corporation is organized are as follows:

A. The Corporation is organized and is to be operated exclusively for charitable purposes, including the conduct of activities that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and the receiving of gifts and grants and the making of distributions thereof for charitable purposes (hereinafter described) to charitable organizations (hereinafter described) or to individuals for charitable purposes in circumstances permitted by applicable provisions of the Code, including, but not limited to, Section 4945 thereof.

(1) As used herein, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes, or the fostering of national or international amateur sports competition (excluding the provision of athletic facilities or equipment), or the prevention of cruelty to children or animals, within the meaning of those terms as used in Sections 170(c)(2)(B) and 501(c)(3) of the Code, provided that such purposes are permissible under Section 617.0301 of the Florida Not-For-Profit Corporation Act, or any corresponding statute hereafter in effect.

(2) As used herein, the term "charitable organizations" shall have the following meanings:

(a) *Domestic Organizations.* As used herein the term "charitable organizations" shall mean any corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under

the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, and organized and operated exclusively for charitable purposes, and qualifying for the exemption from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code, and which is or are described in each of Sections 170(c), 2055(a) and 2522(a) of the Code.

(b) *Governmental Entities.* As used herein the term "charitable organizations" shall also be deemed to include any state, any political subdivision of any state, or the United States, or the District of Columbia, but only if the distribution to such entity is to be used solely for charitable purposes.

(c) *Foreign Organizations.* As used herein the term "charitable organizations" shall also be deemed to include a foreign organization if said organization either (i) is organized and operated exclusively for charitable purposes and has received a ruling or determination letter from the Internal Revenue Service upon which the Corporation may rely which classifies said organization as one which is described in Section 501(c)(3) of the Code and also is an organization which is described in one of Sections 509(a)(1), (2) or (3) of the Code or is treated as an organization described in Section 509(a)(1), (2) or (3) of the Code (other than an organization described in Section 4942(g)(4)(A)(i) or (ii) of the Code) by reason of Treasury Regulation Sections 53.4942(a)-3(a)(6) and 53.4945-5(a)(5); or (ii) such organization is a foreign government, or any agency or instrumentality thereof, or an international organization designated as such by Executive order under 22 USC 288, even if it is not described in section 501(c)(3), provided that any grant to such an organization must be made exclusively for charitable purposes as described in Code Section 170(c)(2)(B).

(d) *Distributions to Non-Charitable Organizations in Limited Circumstances.* An organization which is not described or treated as described in Section 501(c)(3) of the Code also shall be considered as a "charitable organization" for purposes of distributions made by the Corporation, but only if such distributions are made in compliance with applicable provisions of the Code, including, without limitation, the following: (i) requiring that distributions to said organizations be for exclusively charitable purposes, and (ii) meeting the expenditure responsibility requirements of Sections 4945(d) and (h) of the Code (and the Regulations issued under said Code Sections) and the requirements of Treasury Regulation Section 53.4945-6(c).

B. Notwithstanding anything herein to the contrary:

(1) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted by Section 501(h) of the Code, 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.

(2) The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from the Federal income tax under Section 501(c)(3) of the Code, and

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, and (c) by a corporation organized under the Florida Not For Profit Corporation Act as now existing or hereafter amended.

(3) No part of the net earnings of this Corporation shall inure or be payable to or for the benefit of any private individual or shareholder as defined by Treas. Reg. Section 1.501(a)-1(c), provided that the Board of Directors shall be entitled to reimbursement from the Corporation for reasonable and necessary expenses incurred in the performance of their duties as such.

(4) No gift, bequest, devise, or other transfer of any property shall be received or accepted if it is conditioned or limited in a manner (a) as to require a disposition of the income or its principal to any person or organization other than a charitable organization or for other than charitable purposes, or (b) as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code.

(5) The Board of Directors shall not exercise any power conferred upon them under the provisions hereof in a manner that jeopardizes the federal income taxation of the Corporation under Section 501(c)(3) of the Code; and, (ii) for as long as the Corporation is classified as a private foundation within the meaning of Section 509 of the Code, the Board of Directors shall: (a) distribute the assets of the Corporation for each taxable year at such time and in such manner as to avoid liability for the tax on undistributed net income imposed by Section 4942 of the Code; (b) not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (c) not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) not make any taxable expenditures as defined in Section 4945(d) of the Code; and (e) not make any investments in such manner as to incur tax liability under Section 4944 of the Code.

C. Subject to the foregoing, the Corporation may engage in any lawful, charitable activity for which corporations may be organized under the Florida Not For Profit Corporation Act.

#### **ARTICLE VIII: INDEMNIFICATION; INSURANCE**

A. The Corporation shall indemnify any person who is or was a Director, Officer, employee, volunteer or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, volunteer, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her or incurred by him or her in such capacity or arising out of his or her status as such, to the full extent, under the circumstances permitted by and pursuant to the procedures specified by the Florida Not For Profit Corporation Act, as in effect and applicable from time to time; provided, however, that, unless required by law, (i) the Corporation shall have no obligation to pay any amounts hereunder with respect to any settlement to which it has not previously agreed in writing and (ii) the Corporation shall not provide any indemnification for taxes, interest on such taxes, and penalties with respect to such taxes.

B. Subject to the provisions of Section 4941 of the Code and the Regulations thereunder, the Corporation is authorized to expend funds of the Corporation to obtain such one or more policies

of insurance as may be appropriate to fund the reasonable costs and expenses (including attorneys' fees) arising in connection with any judicial or administrative proceeding involving: (A) chapter 42 of subtitle D of the Code; or (B) laws relating to mismanagement of funds of charitable organizations. Any expenditures for insurance pursuant to the preceding sentence shall be treated as compensation to the members of the Board of Directors pro rata to the extent required by Section 4941 of the Code and the Regulations thereunder.

#### **ARTICLE IX: DISSOLUTION**

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all of the assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed to one or more charitable organizations, in such portions and amounts among them, as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the Corporation's principal office is then located, exclusively for charitable purposes, or to such charitable organization or charitable organizations as such Court shall then determine.

#### **ARTICLE X: BYLAWS**

The Board of Directors shall adopt Bylaws for the regulation and management of the Corporation and such Bylaws shall be consistent with these Articles of Incorporation and the Florida Not For Profit Corporation Act.

#### **ARTICLE XI: AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended to delete the names and addresses of the original Directors, to delete the name and address of the initial registered agent or registered office if a statement of change is on file with the secretary of state, or to change the corporate name by substituting the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name upon approval by the Board of Directors.

A. These Articles of Incorporation may be amended to alter the number of Directors, the composition of the Board, the term of office of Directors, or the way in which Directors are elected (or chosen), and any other amendments may be made to these Articles of Incorporation upon approval by a majority of the Board of Directors.

*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 s.817.155, F.S.:*

  
\_\_\_\_\_  
Shileen K. Patel, Incorporator

12/10/2021  
\_\_\_\_\_  
Date

***Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:***



\_\_\_\_\_  
Parita K. Patel, Registered Agent

12/10/2021

Date

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