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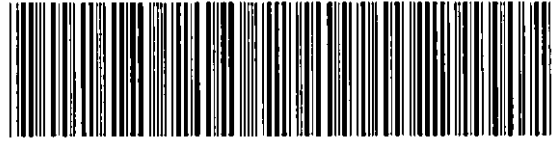
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**DATE: 1/21/22**

**NAME: AYR FOUNDATION INC.**

**TYPE OF FILING: ARTICLES**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*a+hodge*

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**ARTICLES OF INCORPORATION  
OF  
AYR FOUNDATION INC.**

**(a Florida Not-for-Profit Corporation)**

The undersigned for the purposes of forming a not for profit corporation (hereinafter the "Corporation") under the Florida Not For Profit Corporations Act ("FNFPCA"), Chapter 617.0202, F.S., do make, file and record these Articles, and do certify that:

**ARTICLE I**

**Name**

The name of this Corporation is **AYR FOUNDATION INC.**

**ARTICLE II**

**Principal Office**

The address of the principal office and the mailing address of the Corporation shall be 2601 South Bayshore Drive, Suite 900, Miami, FL 33133.

**ARTICLE III**

**Purpose**

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

**ARTICLE IV**

**Board of Directors**

The Corporation shall be operated by a board of directors, the number of which is to be no less than three. The manner in which the Board of Directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Khari Edwards	2601 South Bayshore Drive, Suite 900, Miami, FL 33133
Brad Asher	2601 South Bayshore Drive, Suite 900, Miami, FL 33133
Cameron McNeely	2601 South Bayshore Drive, Suite 900, Miami, FL 33133

**ARTICLE V**  
**Members**

The Corporation shall have no members.

**ARTICLE VI**  
**Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII**  
**Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation or any other private person except that the Corporation shall be authorized to pay reasonable compensation for services. No 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 or engage in political activities of any kind.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, as amended, or corresponding sections of any future federal tax code.

If the Corporation is a private foundation, it shall distribute its income for each tax 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 Code, or corresponding section of any future federal tax code.

If the Corporation is a private foundation, it shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

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**ARTICLE VIII**  
**Indemnification and Limitations on Liability**

The liability of directors, officers and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the FNFPCA. If any of the provisions of the FNFPCA are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers or members, the liability of directors, officers, and members of the Corporation shall be eliminated or limited to the fullest extent permitted by the FNFPCA, as so amended from time to time. In addition to any other rights of indemnification permitted by the laws of the State of Florida or as may be provided for by the Corporation in its Bylaws or by agreement, the expenses of directors, officers, and members incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such director or officer or member in his or her capacity as a director or officer or member of the Corporation, must be paid by the Corporation or through insurance purchased and maintained by the Corporation or through other financial arrangements made by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer or member to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Any repeal or modification of this Article VII approved by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer or member of the Corporation existing as of the time of such repeal or modification. In the event of any conflict between this Article VII and any other provision of these Articles, the terms and provisions of this Article VII shall control.

**ARTICLE VIII**  
**Amendment**

These Articles may be altered, amended, or repealed, in whole or in part, as provided in the Bylaws of the Corporation.

**ARTICLE IX**  
**Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of its registered agent at such office is NRAI Services, Inc.

**ARTICLE X**  
**Incorporator**

The name and address of the sole incorporator is Claire Arritola, 401 East Las Olas Blvd, Suite 2000, Ft Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 19th day January 2022.

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.

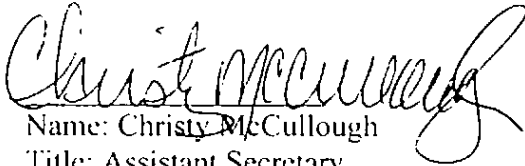
*Claire Arritola*

Claire Arritola, Incorporator

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### Acceptance of Appointment of Registered Agent

Having been named as registered agent and to accept service of process for Ayr Foundation Inc., a Florida not-for-profit corporation at the place designated in the 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 proper and complete performance of my duties, and I am familiar with and accept the objections of my position as registered agent as provided in Chapter 605, Florida Statutes.

A handwritten signature in black ink, appearing to read "Christy McCullough", written over a horizontal line.

Name: Christy McCullough

Title: Assistant Secretary

Company: NRAI Services, Inc.

Date: 01/20/2022