

**ARTICLES OF INCORPORATION
OF
KIZZY FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

**ARTICLE I
NAME**

The name of the Corporation is KIZZY FOUNDATION, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and principal place of business of the Corporation is:

1900 S. Harbor City Blvd., #335, Melbourne, FL 32901, United States

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "**Code**"), to engage in activities relating to the aforementioned purpose, and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

**ARTICLE IV
DURATION AND COMMENCEMENT**

The term for which this Corporation shall exist shall be perpetual, commencing on the date of filing of the Articles.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 1900 S. Harbor City Blvd., #335, Melbourne, FL 32901, United States, and the name Corporation's initial registered agent at that address is Kizzy M. Parks. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be not less than three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3). Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds (2/3) of the Directors then in office.

The initial Directors shall serve until their successors are elected pursuant to the Bylaws of the Corporation. The names and addresses of the persons constituting the initial Board of Directors are:

Kizzy M. Parks
110 Washington Ave, #1415
Miami Beach, FL 33139

Steven Huston
4845 Somerset Ct.
Norton Shores, MI 49441, US

James Brousek
90 Alton Rd., #2605
Miami Beach, FL 33139, US

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is H. Wes Taylor, Foley & Lardner LLP, 150 E. Gilman Street, Suite 5000, Madison, WI 53703, United States.

ARTICLE VIII
PERSONAL LIABILITY

No Director or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the Directors or officers be subject to the payment of the debts or obligations of the Corporation.

The Directors' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this Corporation as specified in Article III and not otherwise.

ARTICLE IX POWERS

The Corporation shall have all powers conferred upon nonstock corporations organized under Chapter 617 of the Florida Not For Profit Corporation Act and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

9.1 The Corporation shall not engage in any of the following activities:

(i) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(ii) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; *provided, however,* that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code.

(iii) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

9.2 At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code and Chapter 617 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(i) 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 Code.

(ii) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE X
MEMBERS**

Provisions regarding membership in the Corporation shall be set forth in the Corporation's Bylaws.

**ARTICLE XI
AMENDMENT**

These Articles may be amended in the manner now or hereafter provided in the Florida Statutes.


**ARTICLE XII
DISPOSITION OF ASSETS UPON DISSOLUTION**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

12.1 All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

12.2 Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, or to a governmental unit referred to in Section 170(c)(1) of the Code exclusively for public purposes. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Code, or to a governmental unit referred to in Section 170(c)(1) of the Code exclusively for public purposes, as such court shall determine.

IN WITNESS WHEREOF, I have hereunto set my hand as of February 21, 2022.



H. Wes Taylor, Incorporator