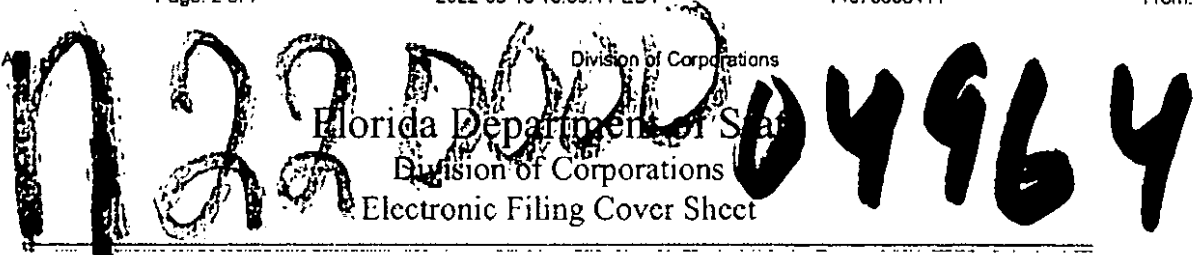


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**ARTICLES OF INCORPORATION OF
ATLANTIC PACIFIC FOUNDATION, INC.**

The undersigned, Randy Weisburd, Incorporator, desiring to form Atlantic Pacific Foundation, Inc., a not for profit corporation (the "Corporation"), pursuant to the provisions of Chapter 617 of Florida Statutes (2021) (the "Florida Not For Profit Corporation Act") hereby certifies as follows:

ARTICLE I: NAME

The name of the Corporation is Atlantic Pacific Foundation, Inc.

ARTICLE II: REGISTERED AGENT

The registered agent is Randy Weisburd. The address and office of the registered agent is 161 NW 6th Street, Suite 1020, Miami, Florida 33136.

ARTICLE III: INCORPORATOR

The incorporator is Randy Weisburd, with an address c/o Atlantic Pacific Companies at 161 NW 6th Street, Suite 1020, Miami, Florida 33136.

ARTICLE IV: MEMBERSHIP

The Corporation will not have members.

ARTICLE V: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is c/o Atlantic Pacific Companies, 1025 Kane Concourse, Ste 215, Bay Harbor Islands, FL 33154.

ARTICLE VI: PURPOSE

The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"), or corresponding section of any future federal tax code.

In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in the Florida Not For Profit Corporation Act and such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes including, without limitation, to act consistent with carrying out its corporate purposes and its status as a Code Section 501(c)(3) charitable entity.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code and, in connection therewith:

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(a) the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;

(b) no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Section 501(h) of the Code or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

(c) the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or corresponding provisions of subsequent tax laws; and

(d) upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to the United Way Miami, which is also tax exempt under Section 501(c)(3) of the Code.

(e) Provided, however, if such organization is no longer in existence or no longer qualified as a tax-exempt entity, then all assets shall be distributed to another tax-exempt entity qualified under Section 501(c)(3) of the Code or any other eligible entity which is a community foundation serving the Miami, Florida metropolitan area. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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: BOARD OF DIRECTORS

The Corporation shall initially be controlled by a board of directors (the "Board of Directors") consisting of at least three (3) members. The initial Board of Directors shall be (a) Jeanne Barger; (b) Randy Weisburd; and (c) Virginia Ramirez. The Board of Directors shall adopt bylaws setting forth the quorum and voting rules and procedures of the Board of Directors and the requirements for election, removal, and replacement of individual Directors.

ARTICLE VIII: EFFECTIVE DATE AND DURATION

The effective date of the Corporation shall be the date of filing of these Articles of Incorporation with the Florida Secretary of State. The Corporation shall have perpetual existence.

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ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, unless such person breached or failed to perform his or her duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

(a) A violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(c) Recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

(d) If a judgment or other final adjudication is entered against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law, such person shall be prohibited from contesting the fact that his or her breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not prohibit such person from establishing that he or she had reasonable cause to believe that his or her conduct was unlawful.

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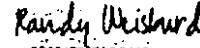
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Atlantic Pacific Foundation on May 11, 2022.

DecSigned by:



Randy Weisburd, Incorporator

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REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Atlantic Pacific Foundation, Inc., a Florida not for profit corporation, this 11th day of May, 2022.

DocuSigned by:

Randy Weisburd

TELEPROFESSOR

Randy Weisburd, Registered Agent

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