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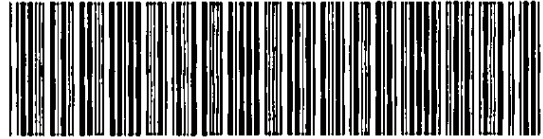
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**ARTICLES OF INCORPORATION
OF
MIAMI-DADE COUNTY CITIZENS DEFENDING FREEDOM USA, INC.**

Article I. Name:

The name of the corporation is: MIAMI-DADE COUNTY CITIZENS DEFENDING FREEDOM USA, INC.

Article II. Principal Office and Mailing Address:

The address of the principal office and the mailing address of the corporation shall be 3211 Ponce de Leon Blvd., Suite 210, Coral Gables, FL 33134.

Article III. Purpose and Restrictions:

Section 1. Purposes. This Corporation is organized, and shall be administered and operated, not for profit, but exclusively for the promotion of social welfare, as provided in section 501(c)(4) of the Internal Revenue Code of 1986, and any regulations promulgated pursuant thereto, or corresponding provisions of any subsequent federal tax laws (hereinafter collectively referred to as the "Code"), and:

- (a) To promote the common good and general welfare of the citizens of Miami-Dade County, Florida;
- (b) To receive and administer funds for the benefit of the Corporation, or its successors, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust, any property, real, personal, or mixed, without limitation as to amount, value, or distribution, except such limitations as may be provided herein or imposed by law; and
- (c) To do such other lawful acts or activities to accomplish the foregoing purposes, as contemplated by Section 501(c)(4) of the Code and Chapter 617 of the Florida Statutes.

Section 2. Restrictions.

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any incorporator, member, or trustee of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes;
- (b) The Corporation shall not engage in any excess benefit transactions as described in Section 4958 of the Code; and

(c) Notwithstanding any other provisions of these articles, the Corporation shall not engage in any activities not permitted to be engaged in by a corporation described in section 501(c)(4) of the Code.

Section 3. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations described in sections 501(c)(3) or 501(c)(4) of the Code, as the Board of Directors shall determine. Any such assets not so distributed shall be applied as may be directed by a court of competent jurisdiction in an action brought in accordance with the Code of Florida, 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 IV. Board of Directors:

The affairs of this corporation are managed by the Board of Directors who are elected as provided in the bylaws of the corporation.

Article V. Initial Directors:

1. Alan Chovel
3211 Ponce de Leon Blvd., Suite 210, Coral Gables, FL 33134
2. Rafael Diaz-Yoserev
3211 Ponce de Leon Blvd., Suite 210, Coral Gables, FL 33134
3. Alejandro Serrano
3211 Ponce de Leon Blvd., Suite 210, Coral Gables, FL 33134

Article VI. Registered Office and Registered Agent:

The registered office of this corporation shall be located at 1201 Hays Street, Tallahassee, Florida 32301 and the registered agent of this corporation at such office shall be Corporation Service Company. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

The undersigned, an individual signing on behalf of the registered agent, hereby agrees and consents to act in that capacity. The registered agent is familiar with and accepts the duties and obligations of such position.

Jennifer M. Weeks
Signature of Registered Agent

Dated: 04/24/2022

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Article VII. Incorporator:

The name and address of the incorporator making these Articles of Incorporation is:

Alejandro Serrano
3211 Ponce de Leon Blvd., Suite 210
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the uses and purposes therein stated.

Dated: 04/24/2022

By: 
Alejandro Serrano, Incorporator

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