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GARRY W. JOHNSON, P.A.
ATTORNEYS AT LAW

August 11, 2022

FLA DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
P.O. Box 6327
TALLAHASSEE, FL 32314

Re: Warriors and Heroes Foundation, Inc. – New Not-For-Profit Corporation Filing

Dear Sir:

Please see included for filing the Articles of Incorporation for Warriors and Heroes Foundation, Inc. with a check for the filing fees of \$70,000.

Please call or email me with any questions or comments.

Sincerely,

e/ Garry W. Johnson
Garry W. Johnson
For the Firm

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WARRIORS AND HEROES FOUNDATION, INC.

(A NOT-FOR-PROFIT FLORIDA CORPORATION)

ARTICLES OF INCORPORATION

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation (the "Corporation") under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

Section 1.1. The name of this Corporation shall be:

WARRIORS AND HEROES FOUNDATION, INC.

Section 1.2. The street address of the principal office of this Corporation in the State of Florida is:

WARRIORS AND HEROES FOUNDATION, INC.
200 S.W. First Avenue, Suite 800
Fort Lauderdale, Florida 33301

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE II. DURATION

Section 2.1. This Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III. NON-STOCK CORPORATION

Section 3.1. This Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE IV. PURPOSE

Section 4.1. The purposes for which this Corporation is organized are to further, promote, advance, foster, help and support our "Warriors and Heroes," meaning our veterans, first responders and their families and to further, promote, advance, foster, help and support the charitable efforts of cities, counties, government agencies and other not-for-profit charities and organizations, in same or similar "Warriors and Heroes" efforts, and to transact any and all lawful business or activities in pursuit or in furtherance of any or all of such purposes of this Corporation and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for any or all of such purposes of this Corporation.

Section 4.2. This Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which this Corporation is organized, and to aid or assist cities, counties, government agencies or other not-for-profit charities and organizations.

Section 4.3. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, any Director or officer of this Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its

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purposes); and no Director or officer of this Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this Corporation.

Section 4.4. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. The Corporation has elected to apply for a determination of 501(c)(3) status of the Corporation.

Section 4.6. Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, transfer all of the assets of the Corporation to not-for-profit charities and organizations to be used for any legal purpose of such not-for-profit charities and organizations.

ARTICLE V. MEMBERS

Section 5.1. This Corporation shall have no members or owners.

ARTICLE VI. BOARD OF DIRECTORS

Section 6.1. All powers of this Corporation shall be exercised by and under the authority of a Board of Directors (hereinafter referred to individually as a "Director" and collectively as the "Board"), and the property, business and affairs of this Corporation shall be managed under the Board's direction. The Board may not take any action, except upon the approval thereof by the affirmative vote of a majority of the Directors present at a meeting at which a quorum as required pursuant to the Bylaws is present, except as otherwise set forth herein or in the Bylaws.

Section 6.2. The number of Directors shall be three (3) initially and may be increased or decreased from time to time by a unanimous vote of the Board in accordance with the Bylaws of this Corporation, but in any event there shall never be fewer than three (3).

Section 6.3. The members of the Board of Directors shall be elected by unanimous vote of the Directors and shall serve such terms as set forth in the Bylaws.

Section 6.4. The initial Directors named below shall serve until their earlier death, resignation or removal as provided in the Bylaws. The names and street addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Robert Huebner	200 S.W. First Avenue, Suite 800 Fort Lauderdale, Florida 33301
Edward Curtis	200 S.W. First Avenue, Suite 800 Fort Lauderdale, Florida 33301
Chris Smith	200 S.W. First Avenue, Suite 800 Fort Lauderdale, Florida 33301

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ARTICLE VII. AMENDMENT

Section 7.1. These Articles of Incorporation may be amended only with the unanimous vote of the Directors then serving as set forth in the Bylaws.

ARTICLE VIII. BYLAWS

Section 8.1. The Directors of this Corporation shall adopt Bylaws for the governance of this Corporation which shall be subordinate only to these Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the unanimous vote of the Directors then serving as set forth in such Bylaws.

ARTICLE IX. REGISTERED AGENT AND REGISTERED OFFICE

Section 9.1. The registered agent and registered office of this Corporation shall be:

GARRY W. JOHNSON, P.A.
200 S.W. First Avenue, Suite 800
Fort Lauderdale, Florida 33301

ARTICLE X. INCORPORATOR

Section 10.1. The name and address of the incorporator of this Corporation are as follows:

GARRY W. JOHNSON
200 S.W. First Avenue, Suite 800
Fort Lauderdale, Florida 33301

ARTICLE XI. INDEMNIFICATION

Section 11.1. The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and Directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, Directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of August 11, 2022.

INCORPORATOR:


GARRY W. JOHNSON

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

WARRIORS AND HEROS FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 200 S.W. First Avenue, Suite 800, Fort Lauderdale, Florida 33301 appoints the following person as its agent to accept service of process within this State:

GARRY W. JOHNSON, P.A.
200 S.W. First Avenue, Suite 800
Fort Lauderdale, Florida 33301

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

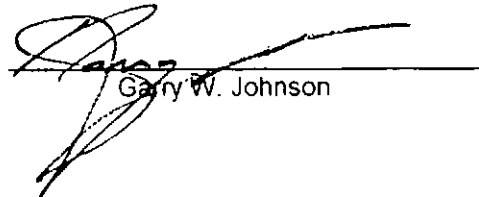
REGISTERED AGENT:

GARRY W. JOHNSON, P.A.

Date:

August 11, 2022

By:


Garry W. Johnson

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