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FLORIDA PROFIT/NON PROFIT CORPORATION
Lucy Fernandez Foundation Inc.

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ARTICLES OF INCORPORATION
of
LUCY FERNANDEZ FOUNDATION INC.
(A Florida Not for Profit Corporation)

In order to form a Not for Profit Corporation under and in accordance with the provisions of Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes) (the "Act"), the undersigned hereby incorporates this Not for Profit Corporation for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

ARTICLE I. NAME

The name of this Florida Not for Profit Corporation (the "Corporation") is:

LUCY FERNANDEZ FOUNDATION INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street and mailing address of the Corporation's initial principal office is:

200 S. Biscayne Blvd., Ste. 4100 (PAL)
Miami, FL 33131

ARTICLE III. PURPOSE

The Corporation is organized and shall be operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") as amended or to corresponding provisions of any future federal tax code.

ARTICLE IV. MEMBERSHIP

All persons interested in the purposes of the Corporation are eligible for membership in the corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

ARTICLE V. REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

CORPORATION COMPANY OF MIAMI
200 S. Biscayne Blvd.
ste. 4100 (PAL)
Miami, FL 33131

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ARTICLE VI. LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities except those permitted to be carried on by a corporation except from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name of each member of the Corporation's initial Board of Director is:

1. Angel Fernandez, Jr.
2. Andres A. Fernandez
3. Garo Friguls

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of the directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:


Peter A. Lagonowicz
Shutts & Bowen LLP
200 S. Biscayne Blvd., Ste. 4100 (PAL)
Miami, FL 33131

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ARTICLE IX. DISSOLUTION

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 8th day of September, 2022 (the "Effective Date").

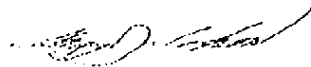

Peter A. Lagonowicz, Incorporator

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the address designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accepts the appointment as registered agent and agrees to act in this capacity as provided for in Chapter 607, Florida Statutes.

Date: September 8, 2022

CORPORATION COMPANY OF MIAMI,
a Florida corporation

By: 
Name: Gary J. Cohen
Title: Vice President

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