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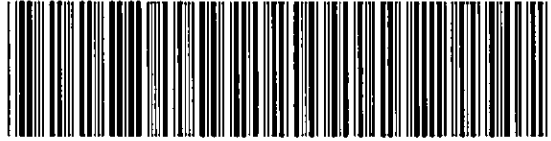
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P: 866.625.0838
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COGENCYGLOBAL.COM

Account#: 1200000000088

Date: 11/21/2022

Name: Chris Vick

Reference #: 1837491

Entity Name: GLORIA C. MACKENZIE FOUNDATION, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$105.00

Signature: 

④ CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

④ EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

④ ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
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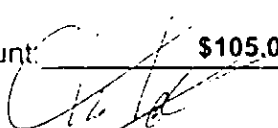
☐ Merger

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☐ Fictitious Name

☐ Other _____

Authorized Amount: \$105.00

Signature: 

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CERTIFICATE OF DOMESTICATION
for
GLORIA C. MACKENZIE FOUNDATION, INC.

This Certificate of Domestication is submitted to domesticate the Gloria C. MacKenzie Foundation, Inc., a Commonwealth of Pennsylvania nonprofit corporation, into a Florida not for profit corporation in accordance with Section 617.1803, Florida Statutes.

1. The name and type of the domesticating entity immediately prior to filing of this Certificate of Domestication is the Gloria C. MacKenzie Foundation, Inc. (the "Foundation"), a Commonwealth of Pennsylvania nonprofit corporation.

2. The jurisdiction and date on which the Foundation was formed was under the laws of the Commonwealth of Pennsylvania on December 28, 2017 (the "PA Domestication").

3. Prior to the PA Domestication, the Foundation was formed under the laws of the State of Florida on August 7, 2013, and the Foundation domesticated to the Commonwealth of Pennsylvania on December 28, 2017.

4. The name of the Foundation, as set forth in its articles of incorporation, to be filed pursuant to Sections 617.01201 and 617.0202, Florida Statutes, with this certificate is the Gloria C. MacKenzie Foundation, Inc.

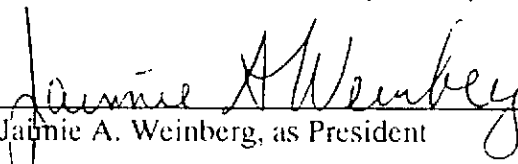
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Foundation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Pennsylvania.

6. Attached are the Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 617.1803, Florida Statutes.

7. The Effective Date of this Certificate of Domestication and the accompanying Articles of Incorporation to be filed with the Secretary of State of the State of Florida shall be January 1, 2023.

IN WITNESS WHEREOF, the undersigned officer of the Foundation executed this Certificate of Domestication as of this 12 day of October, 2022.

GLORIA C. MACKENZIE FOUNDATION, INC.,
a Commonwealth of Pennsylvania nonprofit corporation

By: 
Jannie A. Weinberg, as President

ARTICLES OF INCORPORATION
OF
GLORIA C. MACKENZIE FOUNDATION, INC.
(A NOT-FOR-PROFIT CORPORATION)

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ARTICLE I
NAME AND HISTORY

The name of this corporation is and remains the Gloria C. MacKenzie Foundation, Inc. (the "*Foundation*").

The Foundation was originally organized as a Florida not for profit corporation on August 7, 2013. The Foundation was subsequently domesticated into a Pennsylvania nonprofit corporation bearing the same name on December 28, 2017, pursuant to Subchapter G of the Pennsylvania Entity Transactions Act of 2015. The Foundation is currently a Pennsylvania nonprofit corporation, and these Articles of Incorporation (the "*Articles*") are executed and filed in connection with the domestication of the Foundation in the State of Florida as a Florida not for profit corporation bearing the same name. It is intended for these Articles to restate the previous organizational document of the Foundation, and not make substantive changes thereto, as is necessary for the Foundation to continue as one and the same entity, now domesticated as a Florida not for profit corporation.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Foundation is located at: 3604 Preserve Lane, Miramar Beach, Florida 32550, and the mailing address of the Foundation is located at: 3604 Preserve Lane, Miramar Beach, Florida 32550.

ARTICLE III
PURPOSES

The Foundation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV
POWERS

The Foundation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Foundation.

Notwithstanding the generality of the foregoing, the powers of the Foundation shall be subject to the following limitations and restrictions:

(a) The Foundation shall have no power to do any act inconsistent with the provisions of Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provisions of any future United States Internal Revenue Laws and the Foundation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Law.

(b) No part of the income, profit or assets of the Foundation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation; and

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

ARTICLE V BOARD OF DIRECTORS

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Foundation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Foundation.

(b) The Foundation shall have four (4) directors as of the filing of these Articles of Incorporation. The number of directors may be increased or decreased from time to time according to the Bylaws but shall never be less than three (3) or more than fifteen (15).

(c) The Board of Directors shall have the power to elect additional or successor directors and shall have the power to remove any existing director as provided in the Bylaws.

(d) The names and addresses of the initial members of the Board of Directors are as follows:

NAME	ADDRESS
Jaimie A. Weinberg	3504 Preserve Lane Miramar Beach, FL 32550

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Melinda A. Mackenzie

34 Park Street
East Millinocket, ME 04430

Alexander J. Weinberg

1536 Island Green Lane West
Miramar Beach, FL 32550

Matthew E. Weinberg

3604 Preserve Lane
Miramar Beach, FL 32550

ARTICLE VI OFFICERS

(a) The officers of the Foundation shall be a President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the members of the Board of Directors at their annual meeting or at such other times as provided in the Bylaws.

(c) The names of the initial officers of the Foundation are as follows:

Jaimie A. Weinberg	President & Treasurer
Matthew E. Weinberg	Vice President
Alexander J. Weinberg	Secretary

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the registered office of the Foundation is: 501 Riverside Avenue, Suite 700, Jacksonville, Florida 32202; the name of the initial registered agent of the Foundation at that address is: FT Corporate Services, LLC.

ARTICLE VIII INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is Matthew E. Weinberg.

ARTICLE IX DURATION AND COMMENCEMENT

The Foundation shall exist perpetually. Corporate existence as a Florida corporation not for profit shall commence on upon filing of these Articles (and related documents) with the Department of State of the State of Florida.

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ARTICLE X MEMBERS

This Foundation shall have no members.

ARTICLE XI BYLAWS

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Foundation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

ARTICLE XII AMENDMENTS

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors. All power and authority conferred hereby upon officers and the Board of Directors of the Foundation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIII CORPORATE LIQUIDATION AND DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Foundation, and upon dissolution, the assets of the Foundation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations qualified under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, that have purposes similar to the charitable purposes of the Foundation;

(b) to the federal government or a state or local government, for public purposes similar to the charitable purposes of the Foundation consistent with Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of the State of Florida; or

(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of this Foundation.

ARTICLE XIV
LIMITATIONS ON CORPORATE POWER

Should the corporation at any time be considered a "*Private Foundation*" under Section 509(a) of the Code, or the corresponding provision of any future United States Internal Revenue Law, the following limitations will apply:

(a) The Foundation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(b) The Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(c) The Foundation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any future United States Internal Revenue Law;

(d) The Foundation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or the corresponding provision of any future United States Internal Revenue Law; and

(e) The Foundation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

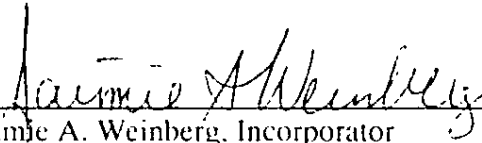
ARTICLE XV
INDEMNIFICATION

The Foundation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Foundation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code, or corresponding provisions of any future United States Internal Revenue Laws.

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IN WITNESS WHEREOF, I, the undersigned Incorporator, has made, signed and hereby acknowledge these Articles of Incorporation this 12 day of October, 2022, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.


Jaime A. Weinberg, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

That Gloria C. MacKenzie Foundation, Inc., desiring to incorporate under the laws of the State of Florida with its principal office at the location indicated in the Certificate of Incorporation, in Duval County, Florida, has named FT Corporate Services, LLC, located at 501 Riverside Avenue, Suite 700, Jacksonville, Florida 32202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY REGISTERED AGENT:

Having been named to accept service of process for the Foundation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Act relative to keeping open such office.

FT CORPORATE SERVICES, LLC,
a Florida limited liability company,
as Registered Agent

Date: October 20, 2022

DocuSigned by:
Traci Venable
By: _____
2068805231FF443
Name: Traci Venable
Title: Authorized Representative

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DIVISION OF CORPORATION