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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

23 MAR 15 AM 9:16

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FERGESON SKIPPER

ATTORNEYS AT LAW

RICHARD R. GANS, ESQ.
rgans@fergesonskipper.com
Board Certified Wills, Trusts and Estates Lawyer
Fellow, American College of Trust and Estate Counsel

March 14, 2023

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Gutenstein Family Foundation, Inc.
File No. 17297 / 32659

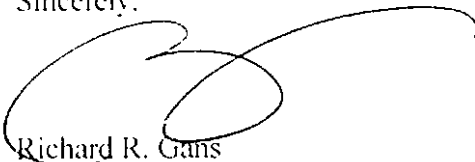
Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation for Gutenstein Legacy Foundation, Inc. Also **enclosed** is a check made payable to the Department of State in the amount of \$70.00 to cover the filing fee.

Please return all correspondence concerning this matter to the below address. If you have any questions concerning the enclosed documents, please contact us.

Thank you for your cooperation in this matter.

Sincerely,



Richard R. Gans

RRG/sle

Enclosures
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VIA FEDEX
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23 MAR 15 AM 9:16
STATE DEPT OF CORP
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
GUTENSTEIN LEGACY FOUNDATION, INC.
A Florida Not For Profit Corporation**

Pursuant to section 617.0202, Florida Statutes, the undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms this Florida Not For Profit Corporation under the laws of the State of Florida and adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is GUTENSTEIN LEGACY FOUNDATION, Inc. The address of the principal office of the corporation is 150 South Fifth Street, Suite 1330, Minneapolis, MN 55402.

**ARTICLE II
FORMATION AND TERM**

The date when corporate existence shall commence shall be the date of filing these articles with the Florida Department of State, and the corporation shall have perpetual existence thereafter.

**ARTICLE III
PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code.

**ARTICLE IV
MEMBERS**

The corporation shall not have members.

**ARTICLE V
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of at least three directors. The rules concerning the size and governance of the board of directors, and the management of its affairs, shall be as set forth in the bylaws of the corporation.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The registered office for this corporation shall be 1515 Ringling Boulevard, Tenth Floor, Sarasota, FL 34236. The registered agent is RICHARD R. GANS, ESQ.

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9:16
SECRET
TALLAHASSEE
FLORIDA

ARTICLE VII POWERS

Except as otherwise provided in these Articles of Incorporation, this corporation shall have and exercise all the powers of Not For Profit Corporations under the laws of the State of Florida which are necessary or convenient to effect the purposes of the corporation.

ARTICLE VIII LIMITATION OF ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, 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 the purposes set forth in Article III above.

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, the corporation 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 Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) a corporation, contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX PRIVATE FOUNDATION LIMITATIONS

If the corporation is or becomes a private foundation as defined in Section 509 of the Code, then the corporation will:

- (i) distribute its income for each taxable year in a way that will not subject it to tax under Section 4942 of the Code;
- (ii) not engage in self-dealing as defined in section 4941(d) of the Code;
- (iii) not retain any excess business holdings as defined in section 4943(c) of the Code;
- (iv) not make any investments in a manner as to subject it to tax under section 4944 of the Code; and
- (v) not make any taxable expenditures as defined in section 4945 of the Code.

ARTICLE X INCORPORATOR

The name and address of the incorporator are as follows:

FILED
23 APR 13
9:17
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

LISA SILVERSHEIN
35 Watergate Drive, #606
Sarasota, FL 34236

ARTICLE XI BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII AMENDMENT TO ARTICLES OF INCORPORATION

The articles of incorporation may be amended from time to time by a resolution adopted by the requisite affirmative vote by the board of directors; provided however, that the articles of incorporation shall not be amended to permit the corporation to engage in any activity that will cause it to lose its exemption status under Section 501(c)(3) of the Code.

ARTICLE XIII DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

ARTICLE XIV INDEMNIFICATION

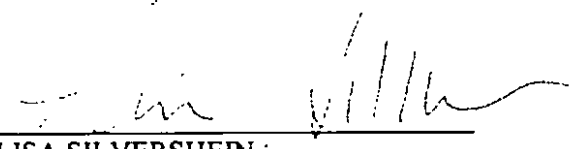
To the maximum extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact he or she is or was a director or officer of the corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for a director or officer who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person: provided, however, that if any past or present officer or director sues the corporation, other than to enforce this indemnification, the past or present officer or director instituting such suit shall not have the right of indemnification hereunder in connection with that suit. The corporation is authorized to purchase insurance to provide funds for the indemnification set forth herein and if such insurance is purchased but the proceeds thereof are not sufficient to cover the cost of indemnification, the

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deficiency shall be paid from corporate funds. This indemnification is an absolute right and any such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on MARCH 3, 2023.



LISA SILVERSHEIN
Incorporator

4358158.32659

ACCEPTANCE OF REGISTERED AGENT

I hereby agree to accept service of process as registered agent for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



RICHARD R. GANS, ESQ.
Registered Agent

23 MAR 15 AM 9:17
SECRETARY OF STATE
FALLAHASHVILLE, TN

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MAR 15 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
23 MAR 17
SECRET
TALLAHASSEE, FLORIDA

LISA SILVERSHED
35 Watergate Drive, #606
Sarasota, FL 34236

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