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**FLORIDA PROFIT/NON PROFIT CORPORATION  
VALENCIA FAMILY FOUNDATION, INC.**

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7-25-23

ARTICLES OF INCORPORATION  
OF  
VALENCIA FAMILY FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporations Act hereby adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of this Corporation is VALENCIA FAMILY FOUNDATION, INC.

ARTICLE II-PRINCIPAL OFFICE; MAILING ADDRESS

The street address of the initial principal place of business of this Corporation shall be 13661 Perdido Key Dr., Unit 1504, Pensacola, Florida 32507.

The mailing address of this Corporation shall be 13661 Perdido Key Dr., Unit 1504, Pensacola, Florida 32507.

ARTICLE III-PURPOSES

The Corporation is organized and shall be operated on a not-for-profit basis and exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or in accordance with any corresponding provision of any future United States Internal Revenue Law and the regulations thereunder. The corporation shall have perpetual existence. The specific purposes for which the Corporation is organized are:

- (a) To empower families in need by providing them with resources and support to help lead healthy, happy and fulfilling lives.
- (b) To create a community that values the well-being of the family unit;
- (c) To provide a range of services and programs, such as education and training, counseling and support either directly or through existing organizations;
- (d) To attract support for and to receive grants, contributions, donations and gifts to be used to further these corporate purposes and the purposes of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation;

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#### ARTICLE IV – POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

#### ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

#### ARTICLE VI-REGISTERED AGENT AND ADDRESS

The name of the registered agent of the corporation is Robert L. Jones, III. The address of this registered agent is 501 Commendencia Street, Pensacola, Florida 32502. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

#### ARTICLE VII-INDEMNIFICATION

Directors, and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

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- (e) To promote, by distribution, donation, or loan, the interests of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation and which furthers the purposes of the Corporation, the purposes of which are not inconsistent with those of the Corporation;
- (f) To buy, own, sell, exchange, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the not-for-profit mission of the Corporation;
- (g) To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;
- (h) To operate exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the IRC in the course of which operation:
  - 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its managers, officers, or other 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 of the Corporation;
  - 2. 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 any candidate for public office except as authorized under the Code; and
- (i) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC;
- (j) To operate without regard to race, age, sex, religion or national origin;
- (k) To make distributions to organizations described in Code Sections 170(c), 2055(a) and 2522(a), as amended; and
- (l) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

ARTICLE VIII-MEMBERS and DIRECTORS

8.1 Member. This Corporation has no member.

8.2 Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the Bylaws of the Corporation. The initial Directors are:

José Antonio Valencia, 13661 Perdido Key Dr., Unit 1504, Pensacola, FL 32507; and  
Kathryn L. Valencia, 13661 Perdido Key Dr., Unit 1504, Pensacola, FL 32507.

ARTICLE IX-PROPERTY HELD FOR CHARITABLE PURPOSES

The property of the Corporation is irrevocably dedicated for charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any Director, officer or member of the Corporation, or to the benefit of any private individual.

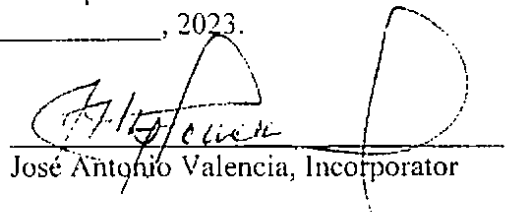
ARTICLE X-BYLAWS

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by unanimous written consent of all of the members of the Board of Directors.

ARTICLE XI-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

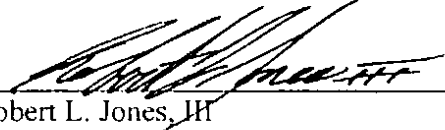
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of July, 2023.

  
José Antonio Valencia, Incorporator

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ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT OF  
VALENCIA FAMILY FOUNDATION, INC.

Having been named as registered agent and to accept service of process for VALENCIA FAMILY FOUNDATION, INC., at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

  
Robert L. Jones, III

Date: July 25, 2023

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