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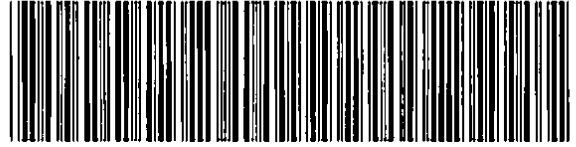
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REGISTRATION SERVICE  
DIVISION  
TALLAHASSEE, FLORIDA

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# Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 08/16/2023

**\*\*WALK IN\*\***

ENTITY NAME The Stella and Frankie Foundation, Inc

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXXXXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certified Copy of Arts & Amendments Complete File (Including Annual Reports)*

*Certificate of Status*

*Certificate of Status Reflecting:* \_\_\_\_\_

**\*\*APOSTILLE' / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$ 70.00

ACCOUNT # 120160000072



*Please call Tina at the above number for any issues or concerns. Thank you so much!*

**ARTICLES OF INCORPORATION  
OF  
THE STELLA AND FRANKIE FOUNDATION, INC.**

**I.**

**NAME**

The name of the corporation (the "Corporation") shall be The Stella and Frankie Foundation, Inc.

**II.**

**AUTHORITY**

The Corporation is organized pursuant to the Florida Not For Profit Corporation Act.

**III.**

**DURATION**

The period of duration of the Corporation shall be perpetual.

**IV.**

**PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation:

To solicit and receive contributions and make such other grants and contributions and otherwise render financial assistance and support for religious, charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Code; and

To have and exercise all the powers conferred by the laws of the State of Florida upon nonprofit corporations formed pursuant to the Florida Not For Profit Corporation Act.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but without limitation thereon, to receive gifts, donations, devises, bequests, and contributions in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

V.

MEMBERS

The Corporation shall have no members.

VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 2630 Grey Oaks Drive N #15, Naples, FL 34105.

VII.

REGISTERED AGENT AND OFFICE

The initial registered office and mailing address of the Corporation is 2630 Grey Oaks Drive N #15, Naples, FL 34105. The initial registered agent of the Corporation at such office is Julie Cohen Shifman.

VIII.

INCORPORATOR

The name and address of the incorporator are:

Jeremy T. Ware  
Arnall Golden Gregory LLP  
171 17th Street NW  
Suite 2100  
Atlanta, Georgia 30363-1031

IX.

DIRECTORS

The Corporation shall have a Board of Directors who shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the Board of Directors to carry out the purposes and functions of the Corporation. The Directors shall be elected as set forth in the Bylaws of the Corporation. The initial Directors shall be Julie Cohen Shifman, Steven Shifman, and Jay Shifman.

X.

ELIMINATION OF MONETARY LIABILITY OF DIRECTORS

No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a Director; provided, that this provision shall eliminate or limit the liability of a Director only to the extent permitted from time to time by the Florida Not For Profit Corporation Act or any successor law or laws, and only to the extent consistent with the charitable purposes of the Corporation as set forth herein.

XI.

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, or private person, 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 hereinabove.

It is intended that the Corporation shall have the status of a corporation that is exempt from Federal income taxation under section 501(a) of the Code, by reason of being a charitable organization described in section 501(c)(3) of the Code. These Articles shall be construed accordingly. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxation described in section 501(c)(3) of the Code. In the event that the Corporation is determined to be a private foundation within the meaning of section 509 of the Code, then in no event shall the Corporation or any officer or Director: (1) engage in any act of "self-dealing" that would give rise to any liability for the tax imposed by section 4941 of the Code; (2) fail to distribute for its tax-exempt purposes an amount for each taxable year at least sufficient to avoid any liability for the tax imposed by section 4942 of the Code; (3) retain any "excess business holdings" that would give rise to any liability for the tax imposed by section 4943 of the Code; (4) make any investment that would jeopardize the carrying out of any of the tax-exempt purposes of the Corporation within the meaning of exempt purposes under section 4944 of the Code; or (5) make any "taxable expenditures" that would give rise to any liability for the tax imposed by section 4945 of the Code.

XII.

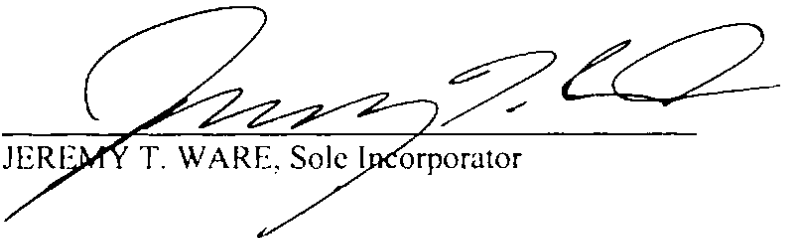
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations that shall at the time qualify as exempt organizations under section 501(c)(3) of the Code (or successor section thereto), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for

the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such other organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned submits this document and affirms that the facts stated herein are true. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S.

Date: 8/14/23

  
JEREMY T. WARE, Sole Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the obligations of F.S. Section 617.0501 regarding appointment as registered agent, and agree to act in this capacity.

Date: 8-1-23

  
JULIE COHEN SHIFMAN, Registered Agent

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