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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**James R. and Scarlott K. Mueller Family Foundation, INC.**

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ARTICLES OF INCORPORATION  
OF  
JAMES R. AND SCARLOTT K. MUELLER FAMILY FOUNDATION, INC.

ARTICLE I.

The name of the corporation is "James R. and Scarlott K. Mueller Family Foundation, Inc." (hereinafter the "Corporation").

ARTICLE II.

The principal place of business and the mailing address of the Corporation is:

c/o Pannone Lopes Devereaux & O'Gara LLC  
2424 North Federal Highway, Suite 260  
Boca Raton, Florida 33432

ARTICLE III.

The Corporation is organized exclusively for charitable purposes including but not limited to the provision of financial support to 501(c)(3) non-profit organizations and educational institutions (1) that are devoted to health care related causes, including but not limited to organizations that promote research, scholarship, treatment, creative activities, educational programs and/or other related causes, (2) that provide academic programs for nursing students, including institutions offering Bachelor of Science in Nursing degrees and post graduate doctoral programs, or (3) that provide academic programs for doctoral students engaged in the secular study of religions of the ancient Mediterranean, and to carry on any other lawful activity as may be carried on by an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV.

4.1 The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.2 The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.3 The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.4 The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.5 The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.6 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 hereof. 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 (a) by 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provisions of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

4.7 Upon the dissolution of the Corporation, the Corporation's assets shall not be conveyed to any organization created or operated for profit or to any individual, and all of the remaining assets of the Corporation, after the payment of all of the liabilities of the Corporation, shall be conveyed or distributed to one or more organizations with purposes similar to the purposes of the Corporation and exempt from taxation under the provisions of section 501(c)(3) of the internal revenue code (or corresponding provision of any future united states internal revenue code). 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 organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE V.

The Corporation shall be governed by a Board of Directors. The rights, qualifications, number of, and manner of election for the Corporation's Directors are further defined in the Corporation's Bylaws. As of the filing of these Articles, the Board of Directors shall be:

Scarlett K. Mueller  
c/o Pannone Lopes Devereaux & O'Gara LLC  
2424 North Federal Highway, Suite 260  
Boca Raton, Florida 33431

James R. Mueller  
c/o Pannone Lopes Devereaux & O'Gara LLC  
2424 North Federal Highway, Suite 260  
Boca Raton, Florida 33431

Andrew Mueller  
c/o Pannone Lopes Devereaux & O'Gara LLC  
2424 North Federal Highway, Suite 260  
Boca Raton, Florida 33431

#### ARTICLE VI.

The Registered Agent for the Corporation shall be:

Bernard A. Jackvony, Esq.  
Pannone Lopes Devereaux & O'Gara LLC  
2424 North Federal Highway, Suite 260  
Boca Raton, Florida 33431

The registered agent for the Corporation may be changed at any time by a duly authorized vote of the Board of Directors.

#### ARTICLE VII.

The Incorporator for the Corporation is:

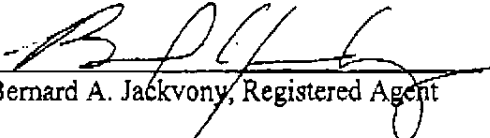
Bernard A. Jackvony, Esq.  
Pannone Lopes Devereaux & O'Gara LLC  
Peninsula Plaza  
2424 North Federal Highway, Suite 260  
Boca Raton, Florida 33431

#### ARTICLE VIII.

These Articles shall become effective upon filing.

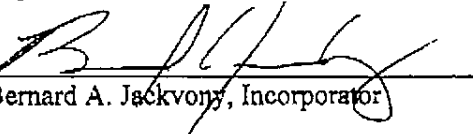
### CERTIFICATIONS

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 appointment as registered agent and agree to act in this capacity.

  
Bernard A. Jackvony, Registered Agent

22 mar 24  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

  
Bernard A. Jackvony, Incorporator

22 mar 24  
Date

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