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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE :

AUTHORIZATION *[Signature]*

COST LIMIT : \$ 70.0

ORDER DATE : 05/29/24

ORDER TIME :

ORDER NO. :

CUSTOMER NO:

DOMESTIC FILING

NAME: THE ASHKEN FAMILY CHARITABLE FOUNDATION, INC.

EFFECTIVE DATE:

- ☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP  
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☐ CERTIFIED COPY  
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CONTACT PERSON: shauna godbolt

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
THE ASHKEN FAMILY CHARITABLE FOUNDATION, INC.**

(A Not for Profit Corporation Organized  
Under Chapter 617, Florida Statutes, the "Act")

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**Article I  
NAME**

The name of the organization shall be THE ASHKEN FAMILY CHARITABLE FOUNDATION, INC. (hereinafter called the "Corporation").

**Article II  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 500 South Pointe Drive, Suite 240, Miami Beach, Florida 33139.

**Article III  
PURPOSES AND RESTRICTIONS**

Section 1. **Purposes.** The Corporation is a not for profit corporation that is exclusively organized and shall be exclusively operated for charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding subsequent federal tax law (the "Code"), and not for pecuniary profit. The Corporation shall receive money and other property for such charitable, scientific, literary or educational purposes, including without limitation making grants to domestic organizations described in Code section 501(c)(3) with a focus on community, educational, environmental or healthcare purposes or to foreign qualifying public charities in accordance with the applicable federal tax law.

By resolution of the Board of Directors from time to time, the Corporation may approve additional activities in furtherance of and support of the foregoing purposes, provided that at all times all of the purposes and activities conducted by the Corporation are lawful and proper for a not for profit corporation under the laws of the State of Florida and within the requirements of Code section 501(c)(3).

Section 2. **Restrictions.**

(a) 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, nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes, it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Code section 501(c)(3). The Corporation shall, however, be authorized and empowered to pay reasonable compensation for personal services rendered and to make payments, reimbursements and distributions in furtherance of any of its purposes.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Code section 501(h)), and the Corporation shall not participate or intervene in (including the publishing or

distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) In the event the Corporation is characterized as a private foundation within the meaning of Code section 509, the Corporation, during such period of characterization:

(i) Shall 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 Code section 4942;

(ii) Shall not engage in any act of self-dealing as defined in Code section 4941(d);

(iii) Shall not retain any excess business holdings as defined in Code section 4943(c);

(iv) Shall not make any investments in a manner as to subject it to tax under Code section 4944; and

(v) Shall not make any taxable expenditures as defined in Code section 4945(d).

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Code section 501(c)(3) or (ii) by a corporation contributions to which are deductible under Code section 170(c)(2).

**Article IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hay Street, Tallahassee, Florida 32301, and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

**Article V**  
**BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed through a Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but there shall never be fewer than three Directors. The manner of election and removal of directors shall be regulated by the Bylaws of the Corporation. The initial Directors of the Corporation are set forth below:

Nancy Ashken (Chair)  
Ian Ashken  
Emily Ashken Zobl  
Jonathan Handley Ashken

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TALLAHASSEE, FL

**Article VI**  
**INCORPORATORS**

The name and address of the persons signing these Articles of Incorporation are:

Ian Ashken  
500 South Pointe Drive, Suite 240  
Miami Beach, Florida 33139

**Article VII**  
**DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or if no specific distributions are approved by the Board of Directors, shall be distributed to the federal government, or to a state or local government, for a public purpose. To the extent reasonably possible, the Board of Directors shall select one or more of such organizations satisfying the requirements of the preceding sentence having purposes and activities that are the same as or similar to those purposes and activities of the Corporation enumerated in Article III. 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 such court shall determine, which are organized and operated exclusively for such purposes.

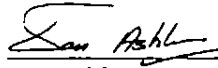
**Article VIII**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended, repealed, and new Articles of Incorporation adopted in accordance with procedures established in the Bylaws of the Corporation.

**Article IX**  
**EFFECTIVE DATE**

The effective date of the filing of these Articles of Incorporation shall be the date of filing with the Florida Department of State Division of Corporations.

The undersigned Incorporator has executed these Articles of Incorporation on this 28th day of May, 2024.

  
\_\_\_\_\_  
Ian Ashken  
Incorporator

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2024 MAY 30 AM 10:47  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

## CERTIFICATE AND REGISTERED AGENT AND REGISTERED OFFICE

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That The Ashken Family Charitable Foundation, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, has named the Corporation Service Company, a Florida corporation, as its registered agent and 1201 Hays Street Tallahassee, Florida 32301, as its registered office.

### ACKNOWLEDGMENT:

Having been named as registered agent for The Ashken Family Charitable Foundation, Inc., whom process may be served, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of this position.

Dated this \_\_\_\_ day of \_\_\_\_\_, 2024.

Corporation Service Company

*Shauna Godbolt*

By: \_\_\_\_\_

Print Name: SHAUNA GODBOLT

As its: \_\_\_\_\_

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