

N24000007112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

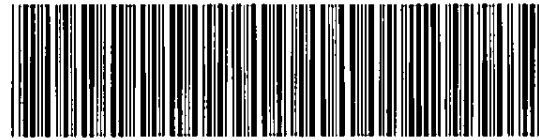
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200409861662



2023 JUN -8 AM 11:51
2023 JUN -8 PM 1:44

105



COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 06/08/2023

Name: Merritt Walker

Reference #: 2026022

Entity Name: THE HEATHER HAY MURREN FOUNDATION, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$113.75

Signature: *mw*



COGENCYGLOBAL[®]

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 06/08/2023

Name: Merritt Walker

Reference #: 2026022

Entity Name: THE HEATHER HAY MURREN FOUNDATION, INC.

- ☒ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☒ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$113.75

Signature: *mw*

CERTIFICATE OF DOMESTICATION

The undersigned, CHRISTINA JEANENE ISOLA, the President of THE HEATHER HAY MURREN FOUNDATION, INC., a Maryland non-stock corporation (the "Corporation"), in accordance with Section 617.1803, Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was October 14, 2021.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was Maryland.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was THE HEATHER HAY MURREN FOUNDATION, INC.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 617.01201 and 617.0202, Florida Statutes, with this Certificate of Domestication is: THE HEATHER HAY MILLER FOUNDATION, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication was Maryland.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 617.1803, Florida Statutes.

I am the President of THE HEATHER HAY MURREN FOUNDATION, INC., and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so effective as of the 26 day of May, 2023.

THE HEATHER HAY MURREN
FOUNDATION, INC.

By: Christina Jeanene Isola
Name: Christina Jeanene Isola
Title: President

**ARTICLES OF INCORPORATION
OF
THE HEATHER HAY MILLER FOUNDATION, INC.**

A Florida Not For Profit Corporation

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: THE HEATHER HAY MILLER FOUNDATION, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal place of business of the Corporation shall be c/o Gunster, 777 S Flagler Drive, Suite 500E, West Palm Beach, Florida 33401.

**ARTICLE III
MAILING ADDRESS**

The initial mailing address of the Corporation shall be c/o Gunster, 777 S Flagler Drive, Suite 500E, West Palm Beach, Florida 33401.

**ARTICLE IV
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor

engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the Corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets (if any) of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any of such assets (if any) not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE V ELECTION OF DIRECTORS

The number of Directors of the Corporation (the "Directors") shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

The names of the directors who will serve until the first annual meeting and until their successors are elected and qualify are as follows: Heather Hay Miller, Christina Jeanene Isola, and William Herbert Miller III.

2023 . . . , PM 1:48
JUN 10 2023

ARTICLE VI
MEMBERSHIP

The directors of the Corporation also constitute the members of the Corporation and, when meeting as directors, may exercise the rights and powers of members.

ARTICLE VII
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and initial registered office for the Corporation shall be GY Corporate Services, Inc. with such office located at 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator is as follows:

Mitchell D. Schepps
777 South Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation effective as of the 23rd day of May, 2023.

/s/ Mitchell D. Schepps

Mitchell D. Schepps, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated Corporation at the place designated in these Articles of Incorporation, GY CORPORATE SERVICES, INC. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY CORPORATE SERVICES, INC. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.

GY CORPORATE SERVICES, INC.

By: 

Print Name: Melanie B. Stocks

Title: Asst. Secretary

Date: May 23, 2023

2023
MAY 23 PM 1:48
CL