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(Requestor's Name)

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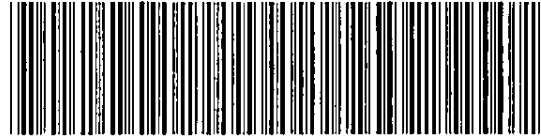
(Business Entity Name)

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2024 AUG -9 AM 9:47

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115



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: x61563

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext: x61563
Date: 08/09/24
Order #: 1585656-1
Re: The Dr. Herbert Wertheim Foundation for Humanity, Inc.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.0 - FL State Account Number:
I20000000195

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

A handwritten signature in cursive script, likely reading 'Shauna Godbolt', is written over the text of the letter.

2024 AUG -9 AM 9:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
THE DR. HERBERT WERTHEIM FOUNDATION FOR HUMANITY, INC.
A FLORIDA NONPROFIT CORPORATION

ARTICLE I
NAME

The name of this corporation is:

The Dr. Herbert Wertheim Foundation For Humanity, Inc.

ARTICLE II
STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES

(a) The specific, primary and sole purpose for which this corporation is formed is to operate for charitable purposes by the distribution of its funds for religious, charitable, scientific, literary and educational purposes.

(b) The general purpose for which this corporation is formed is to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Code; or, (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provisions of any future United States Internal Revenue Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV TERM

This corporation shall have a perpetual existence.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors.

ARTICLE VI MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected, appointed or replaced is set forth in the corporation's bylaws. The initial board of directors of this corporation shall consist of five members, as follows, each located at 4470 SW 74th Avenue, Miami, FL 33255:

HERBERT WERTHEIM

RAY WERTHEIM

ELAN WERTHEIM ZOHAR

ALEXANDER ZYNE

HENRY RODRIGUEZ

ARTICLE VII INCORPORATOR

The name and address of the incorporator of this corporation is as follows: STEVEN J. SCHERMER, 100 SE 3rd Avenue, Suite 1850, Fort Lauderdale, FL 33394.

ARTICLE VIII
LOCATION OF PRINCIPAL OFFICE

The principal office of this corporation is located at 4470 SW 74th Avenue, Miami, FL 33255.

ARTICLE IX
IDENTIFICATION AND ADDRESS OF REGISTERED AGENT

The name and address of this corporation's registered agent is STEVEN J. SCHERMER, 100 SE 3rd Avenue, Suite 1850, Fort Lauderdale, FL 33394. This shall also be the corporation's registered office.

ARTICLE X
BY-LAWS

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporation Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, by a resolution of the board of directors, adopted by a majority.

ARTICLE XI
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for

charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

I, the undersigned, being the sole incorporator of this corporation, and including the person herein named as the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these Articles of Incorporation on August 7, 2024.

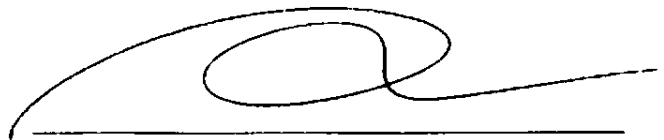

STEVEN J. SCHERMER, Incorporator

(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 Section 817.155, Florida Statutes).

2024 AUG -9 AM 9:47
JUL 11 2024

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of The Dr. Herbert Wertheim Foundation For Humanity, Inc. as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of The Dr. Herbert Wertheim Foundation For Humanity, Inc.


STEVEN J. SCHERMER, Registered Agent

FIN-61291

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CLERK