

Audit No. H24000375550 3

**ARTICLES OF INCORPORATION
OF
EMPOWER MAS FAMILY FOUNDATION, INC.**

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

**Article I
NAME**

The name of the organization shall be EMPOWER MAS FAMILY FOUNDATION, INC. (hereinafter called the "Corporation").

**Article II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and principal office address of the principal office of the Corporation is 2990 Ponce de Leon Boulevard, Suite 500, Coral Gables, Florida, 33146.

**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 and 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 may carry on only such activities that accomplish or further any of the foregoing purposes and are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code, as may be set forth in the Bylaws of the Corporation or approved by the Board of Directors from time to time.

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 section 501(c)(3) of the Code. 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 subsection (h) of the section 501 of the Code), and the Corporation shall not participate or intervene

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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 section 509 of the Code, 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 section 4942 of the Code (in the event that the Corporation is a not private operating foundation);

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

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

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

(v) Shall not make any taxable expenditures as defined in section 4945(d) of the Code. Section 4945(d) generally defines taxable expenditures as any amount paid or incurred by a private foundation to: (A) attempt to influence legislation or public elections, (B) carry on a voter registration drives, (C) make grants to individuals unless awarded on an objective and nondiscriminatory basis pursuant to a procedure approved in advance by the Internal Revenue Service, (D) make grants to organizations other than public charities or certain supporting organizations unless the Corporation exercises expenditure responsibility, and (E) make grants for any non-charitable purpose.

(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 section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

Article IV REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2990 Ponce de Leon Boulevard, Suite 500, Coral Gables, Florida 33146, and the name of the Corporation's registered agent at that address is Juan Carlos Mas.

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:

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purpose
and op.

of the
incorporation

Juan Carlos Mas (Chair)

Vivian de la Maza Mas

Juan Carlos Mas de la Maza

Sebastian Mas de la Maza

Graham Wilson

Jennifer Ortiz

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 to one or more not-for-profit funds, foundations, or corporations selected by the Board of Directors that are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes and that have established their federal tax-exempt status under Section 501(c)(3) of the 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 organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

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Article VIII AMENDMENT

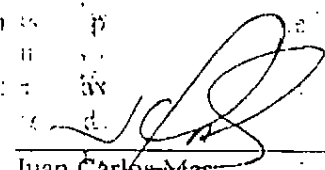
These Articles of Incorporation may be altered, amended, repealed, and amended and/or restated Articles of Incorporation adopted in accordance with procedures established in the Bylaws of the Corporation.

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.

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incorporation

The undersigned has executed these Articles of Incorporation on this 1st day of November, 2024.


Juan Carlos Mas
President and Chair of Board

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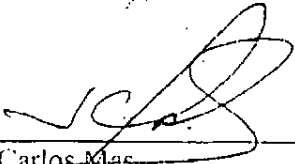
CERTIFICATE AND REGISTERED AGENT AND REGISTERED OFFICE

That Empower Mas Family Foundation, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, has named Juan Carlos Mas as its registered agent and 2990 Ponce de Leon Boulevard, Suite 500, Coral Gables, Florida 33146 as its registered office.

ACKNOWLEDGMENT:

Having been named as registered agent for Empower Mas Family Foundation, Inc. on 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 7th day of November, 2024



Juan Carlos Mas
Registered Agent

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FILED