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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**BRIGHTSTAR FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
BRIGHTSTAR FOUNDATION, INC.**

**A FLORIDA CORPORATION NOT FOR PROFIT**

**ARTICLE I. NAME**

The name of the Corporation shall be **BRIGHTSTAR FOUNDATION, INC.** (the "Corporation").

**ARTICLE II. PRINCIPAL OFFICE**

The principal street address and mailing address of the Corporation is 9725 NW 117<sup>th</sup> Avenue, Suite 300, Miami, Florida 33178.

**ARTICLE III. PURPOSE**

The Corporation is organized under the Florida Not for Profit Corporation Act (the "Act") exclusively for charitable, scientific and educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) (the "Code").

**ARTICLE IV. CHARITABLE LIMITATIONS**

(A) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director or officer of the Corporation, or to any other private person, 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 its purposes as set forth in these Articles of Incorporation.

(B) No 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 directly or indirectly participate 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 provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income taxes under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE V. MEMBERS**

The Corporation shall have no members.

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**ARTICLE VI. MANNER OF ELECTION**

The manner in which the directors are elected or appointed is as set forth in the Bylaws of the Corporation.

**ARTICLE VII. PRIVATE FOUNDATION LIMITATIONS**

- (A) The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code.
- (B) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.
- (C) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code.
- (D) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (E) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

**ARTICLE VIII. DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation or in the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the Corporation have been paid or provided for shall be conveyed or distributed by the Board of Directors to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Code, as the Board of Directors may determine. Any such assets not so distributed shall be disposed of pursuant to an order by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine.

**ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent of the Corporation are Clayton E. Parker, K&L Gates LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 3900, Miami, Florida 33131-2399.

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**ARTICLE X. INCORPORATOR**

The name and address of the Incorporator are Clayton E. Parker, K&L Gates LLP, Wachovia Financial Center, 200 South Biscayne Boulevard, Suite 3900, Miami, Florida 33131-2399.

Date: October 1, 2012

*Clay Parker*  
\_\_\_\_\_  
Clayton E. Parker, Incorporator

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated herein, the undersigned does hereby certify that he is familiar with the duties of, and accepts the Corporation's appointment as, registered agent and agrees to act in this capacity.

Date: October 1, 2012

*Clay Parker*  
\_\_\_\_\_  
Clayton E. Parker

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