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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE ROTHSCHILD FAMILY FOUNDATION, INC.**

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Help

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

THE ROTHSCHILD FAMILY FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICEThe principal street address and mailing address, if different is:130 Sunrise Avenue, Apt. 615
Palm Beach, FL 33480**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Please see attached Attachment A.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The initial Directors are members of The Rothschild Family and an independent director appointed by them. Additional members may be appointed with the consent of at least 2/3rds of the existing directors including the independent director.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Barbara Rothschild- 130 Sunrise Avenue, Apt. 615, Palm Beach, FL 33480
Richard Rothschild- 125 East 72nd Street, Apt. 6 D, New York, NY 10021
Robert Michaelson- 501 East 79th Street, Apt. 17 C, New York, NY 10075**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATORThe name and address of the Incorporator is:

Robert Michaelson- 501 East 79th Street, Apt. 17 C, New York, NY 10075

Having been named as registered agent to accept service of process for the above stated corporation as the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Troy Todd
Corporation Service Company
as its agent

Date

5/24/2011

Signature/Registered Agent Sylvia Queppet, Assistant VP

Date

5/23/2011

Signature/Incorporator Robert Michaelson, Incorporator

Attachment A

ARTICLE III PURPOSE (Cont')

The corporation is being formed as a private foundation exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code. The corporation intends to distribute at least 5% of its net assets annually to those organizations that qualify as exempt organizations under Section 501(c)(3) of the internal revenue code or the corresponding section of any future federal tax code. The Board or Directors of the corporation shall make the determination of which exempt organizations shall receive distributions.

The corporation intends to make distributions to exempt organizations that are local, regional or national organizations as well as individuals that are organized for purposes including, but not limited to the following: animal rights, environmental, health, social service, social benefit, medical research, educational, historical, religious and other tax-exempt purposes.

501 (C) 3

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, 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 the purposes set forth in the purpose clause of the certificate of incorporation. No substantial 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 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) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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