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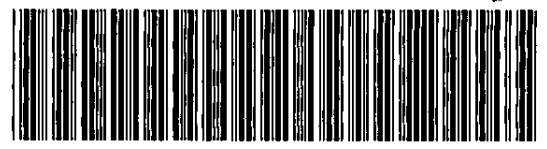
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DIVISION OF CORPORATIONS
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[Handwritten Signature]
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March 24, 2014

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Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: The RJW Charitable Foundation, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation for The RJW Charitable Foundation, Inc. Also enclosed please find 2 copies of a Certificate of Designation and Acceptance by Registered Agent. A representative from your department said that a facsimile copy of the signature on this document would be accepted for filing. We have also enclosed a check in the amount of \$70.00 representing the filing fee in this matter.

Please file in your usual manner and return a filed copy of each document to this office.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

LIPSON, NEILSON, COLE, SELTZER & GARIN, P.C.



DEANNA L. BARTOLONE
Secretary to Emily Scholler

/db/WO6497-.01

Enclosures

Cc w/o enclosures: Emily Scholler, Esq

{BH483753.DOCX}

ARTICLES OF INCORPORATION
OF
THE RJW CHARITABLE FOUNDATION, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

Article I
Name

The name of the corporation is THE RJW CHARITABLE FOUNDATION, INC.

Article II
Initial Principal Office and Mailing Address

The address of the initial principal office of the corporation is 11390 Twelve Oaks Way, Suite 520, North Palm Beach, Florida 33408, and the initial mailing address of the corporation is 11390 Twelve Oaks Way, Suite 520, North Palm Beach, Florida 33408.

Article III
Purpose

1. The purpose or purposes for which the corporation is formed is to receive funds from any available source, and to administer and distribute those funds to or for the benefit of organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended (the "Code").

2. The corporation, including all activities incident to its purposes, shall at all times be conducted as an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or (iii) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, as may be hereafter amended.

3. The corporation shall be organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, and for such other charitable purposes described in Section 501(c)(3) of the Code.

4. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to the directors or officers of the corporation or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation to any such person for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. 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 or intervene in (including the

publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

5. The corporation shall distribute its income at such time and in such manner as will not cause the corporation to become subject to tax on undistributed income imposed by Section 4942 of the Code. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code. The corporation shall not make any investments in such manner as to become subject to tax under Section 4944 of the Code. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article IV Board of Directors

A board of directors (the "Board") shall control the corporation. The Board shall have no fewer than three, nor more than seven, members ("Directors"), as determined from time to time by the Board. The initial Directors are as set forth herein and shall serve until the organizational meeting. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any Director may be removed by the affirmative vote of at least two-thirds of the Board. The initial Directors are as follows:

Karen M. Powell
11390 Twelve Oaks Way, Suite 520
North Palm Beach, Florida 33408

Robert J. Primeau
PO Box 33387
Palm Beach Gardens, FL 33420

Edgar L. Myers, Jr.
122 River Road
Johnson City, Tennessee 37601

Mary (Marti) Ziegler
1402 San Jose Place
The Villages, Florida 32159

Timothy Corrigan
682 SE Delancey Lane
Port St. Lucie, Florida 34984

Article V Initial Registered Agent and Office

The address of the initial registered office of the corporation is 11390 Twelve Oaks Way, Suite 520, North Palm Beach, Florida 33408. The name of its initial registered agent at that address is Karen M. Powell.

Article VI
Duration

The duration of the corporation is perpetual.

Article VII
Incorporator

The name and street address of the incorporator is as follows:

Emily J. Scholler, Esq.
3910 Telegraph Road, Suite 200
Bloomfield Hills, Michigan 48302

Article VIII
Dissolution

Upon the dissolution of the organization, the Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute the assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or distribute the assets 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 circuit 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.

Article IX
Bylaws

The bylaws of the corporation are to be made and adopted by the Board, and may be altered, amended or rescinded by the Board.

Article X
Indemnification

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

In, witness, the undersigned incorporator has signed these Articles of Incorporation on March 21, 2014.


Name: Emily J. Scholler
Title: Incorporator