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Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION  
GRATSIANI AND PRUSS FUND, INC.

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6/17/14

H14000142553 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GRATSIANI AND PRUSS FUND, INC.  
(A Florida Not For Profit Corporation)**

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I  
NAME**

The name of the corporation shall be: GRATSIANI AND PRUSS FUND, INC. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 4000 Hollywood Boulevard, Suite 635-S, Hollywood, Florida 33021.

**ARTICLE III  
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in 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 (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

H14000142553 3

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

#### **ARTICLE IV ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws. The name and address of the initial directors is:

Levi Pruss  
4000 Hollywood Boulevard  
Suite 635-S  
Hollywood, Florida 33021

Gideon Gratsiani  
4000 Hollywood Boulevard  
Suite 635-S  
Hollywood, Florida 33021

#### **ARTICLE VI MEMBERSHIP**

The Corporation shall have no members.

#### **ARTICLE VII INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the registered agent are:

Ehezzer Pinson  
6015 Washington Street, Suite 200  
Hollywood, Florida 33023.

H14000142553 3

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator are:

Robert C. White, Jr.  
450 East Las Olas Boulevard, Suite 1400  
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF the undersigned has executed these Articles as of the 13th day of June, 2014.

/s/ Robert C. White, Jr.

Robert C. White, Jr., Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Eliezer Pinson hereby accepts the appointment as registered agent and agrees to act in this capacity. Eliezer Pinson further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

  
Eliezer Pinson

Date: June 13, 2014

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