

**Electronic Articles of Incorporation
For**

N17000006431
FILED
June 16, 2017
Sec. Of State
sprather

TOO BIG TO FAIL INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

TOO BIG TO FAIL INC.

Article II

The principal place of business address:

90 ALTON ROAD
2007
MIAMI BEACH, FL. 33139

The mailing address of the corporation is:

90 ALTON ROAD
2007
MIAMI BEACH, FL. 33139

Article III

The specific purpose for which this corporation is organized is:

TO EDUCATE CHILDREN IN SCIENCE TECHNOLOGY ENGINEERING
AND MATH. THIS CORP IS FORMED ONLY FOR CHARITABLE
PURPOSES. IT WILL NOT ENGAGE IN ANY PROHIBITED ACTIVITY.
UPON DISSOLUTION ITS ASSETS SHALL BE DISTRIBUTED TO THE
LUOL DENG FOUNDATION

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

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

LAW OFFICES OF JONATHAN K. CLARK, LLC
90 ALTON ROAD
2007
MIAMI BEACH, FL. 33139

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: JONATHAN CLARK

Article VI

The name and address of the incorporator is:

DAVID GROSS
1411 5TH STREET
402
SANTA MONICA, CA 90401

Electronic Signature of Incorporator: DAVID GROSS

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
DAVID GROSS
1411 5TH STREET, SUITE 402
SANTA MONICA, CA. 90401 US

Title: D
TERRELL STEVENS
1411 5TH STREET, SUITE 402
SANTA MONICA, CA. 90401 US

Title: D
JONATHAN CLARK
90 ALTON ROAD, UNIT 2007
MIAMI BEACH, FL. 33139 US

Article VIII

The effective date for this corporation shall be:

06/15/2017