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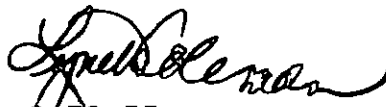
SECRET
FALL ADVISORY

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 181968 4319404

AUTHORIZATION :



COST LIMIT : \$ 78,75

ORDER DATE : April 25, 2018

ORDER TIME : 9:06 AM

ORDER NO. : 181968-005

CUSTOMER NO: 4319404

DOMESTIC FILING

NAME: THE BLOOM FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft - EXT. 62925

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FL
CLERK OF SUPERIOR COURT

ARTICLES OF INCORPORATION

OF

THE BLOOM FOUNDATION, INC.

[In Compliance with Chapter 617, Florida Statutes - (Not for Profit)]

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the Florida Not-For-Profit Corporation Act, does hereby certify:

FIRST: The name of the corporation is THE BLOOM FOUNDATION, INC. (the "Corporation").

SECOND: The street address of the initial principal office of the Corporation is 575 Madison Ave., 10th Floor, New York, NY 10022.

THIRD: The Corporation shall be a nonprofit corporation and shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury regulations promulgated thereunder, and, if to any specific provision, it shall include any corresponding Treasury regulations and any comparable provision of any subsequently enacted revenue law of the United States in effect from time to time (the "Code"). The purposes for which the Corporation is formed are as follows:

(a) to accept, hold, invest, re-invest and administer any property and rights of any sort, including but not limited to gifts, bequests, devises, benefits or trusts (but not to act as trustee of any trust), without limitations as to amount or value, and to use, disburse or donate the income or principal thereof, or any part thereof, for exclusively charitable purposes;

(b) to give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations; provided that such other organizations shall be organized and operated exclusively for charitable, religious, literary, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and such other organizations shall, to the extent then permitted under the statutes of the United States, be exempt from income taxes imposed by the United States;

(c) to perform any acts, including the raising of funds, publicly and privately, necessary or incidental to the carrying out of any of the purposes herein set forth;

(d) to exercise its rights, powers and privileges, to do and participate in all and everything necessary, suitable or proper for the accomplishment of the Corporation's purposes or powers and the attainment of its objects, subject to the restrictions of all applicable laws; and

(e) to hold meetings of its Board of Directors and members, to have one or more officers, and to keep its books and records in any part of the United States.

FOURTH: Except as otherwise provided in the bylaws or applicable law, there will be no members in the Corporation. The number of directors constituting the Board of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be appointed or elected shall be specified in the bylaws of the Corporation. The Member is expressly authorized to make, alter, or repeal the bylaws of the Corporation. The name and address of the sole Member of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
David C. Bloom	101 20 th St., Apt. 3307 Miami Beach, FL 33139

FIFTH: The number of directors comprising the initial Board of Directors of the Corporation will be three (3). The names and addresses of the persons who are to be the initial directors of the Board of Directors of the Corporation who shall hold office until their successors are appointed or elected and have qualified or until their resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
David C. Bloom	101 20 th St., Apt. 3307 Miami Beach, FL 33139
Paul K. Szczepanski	575 Madison Ave., 10 th Flr. New York, NY 10022
Philip S. Weber	575 Madison Ave., 10 th Flr. New York, NY 10022

SIXTH: The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, who shall be elected from time to time in the manner set forth in the bylaws adopted by the Corporation.

SEVENTH: The Corporation shall indemnify any officer, director or employee or any former officer, director or former employee, to the fullest extent permitted by law; provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provisions of the Code applicable to corporations described in Section 501(c)(3) of the Code.

EIGHTH: The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301 and the name of its initial registered agent at such address is Corporation Service Company.

NINTH: 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 Article THIRD hereof. 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 or in opposition to any candidate for public office. The Corporation shall, to the extent applicable, comply with Section 508 of the Code insofar as such Section:

- (a) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;
- (b) prohibits the Corporation, its directors or officers from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;
- (c) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;
- (d) prohibits the Corporation from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (e) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 public

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purposes, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

ELEVENTH: The Corporation shall have a perpetual existence, unless dissolved sooner according to law.

TWELFTH: The name and address of the sole incorporator is:

Marcos P. Martinez, Esq.
Proskauer Rose LLP
2255 Glades Road, Suite 421 Atrium
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of April, 2018.



Marcos P. Martinez
Incorporator

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NOTARY PUBLIC
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is The Bloom Foundation, Inc.
2. The name and address of the registered agent and office is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: April 26th, 2018

Corporation Service Company

By:

Emily Croft

Name:

Title:

Emily Croft

Asst. Vice President

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SECTION 617.0501, FLA. STAT.
TALLAHASSEE, FLORIDA