

Florida Department of State
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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Ness Group Foundation, Inc.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FL

2018 OCT 23 PM 5:01

FILED

2018 OCT 23 PM 5:01

ARTICLES OF INCORPORATION

OF

NESS GROUP FOUNDATION, INC.

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **NESS GROUP FOUNDATION, INC.** (the "Corporation").

ARTICLE II

Principal and Mailing Address

The street address of the initial principal office and mailing address of the Corporation is **1124 KANE CONCOURSE, BAY HARBOR, FL 33154.**

ARTICLE III

Purpose and Limitations

The Corporation is a not for profit corporation 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 the 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 this Article III 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. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV
Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 V
Initial Directors and Manner of Appointment

The corporation shall have two classes of members, the Class M Members and the Class W Members. The rights and duties of each class of Members shall be set forth in the Bylaws of the corporation. The initial directors and their addresses are as follows: (1) Richard Waserstein: 1124 Kane Concourse, Bay Harbor, FL 33154, (2) Jonathan Markovich, address: 1124 Kane Concourse, Bay Harbor, FL 33154 and (3) Daniel Markovich, address: 1124 Kane Concourse, Bay Harbor, FL 33154. The manner in which directors shall be appointed and removed shall be set forth in the Bylaws of the corporation.

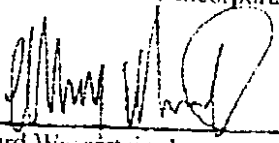
ARTICLE VI
Registered Agent and Office

The street address of the initial registered office of the Corporation is: 1111 Brickell Ave., Suite 2200, Miami, FL 33131, and the registered agent at that address is: WNF Corporate Services, LLC, a Florida limited liability company.

ARTICLE VII

The name and address of the incorporator of the Corporation is: Steve L. Waserstein, 1111 Brickell Ave., Suite 2200, Miami FL 33131.

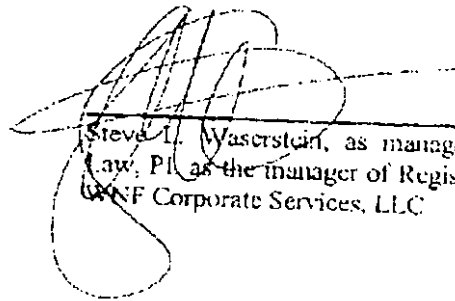
The undersigned incorporator has executed these Articles of Incorporation this 23 day of October, 2018.



Richard Wascstein, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Steve L. Waserstein, as manager of WNF
Law, P.C. as the manager of Registered Agent
WNF Corporate Services, LLC