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**FLORIDA PROFIT/NON PROFIT CORPORATION  
PURSUE HAPPINESS FOUNDATION, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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**ARTICLES OF INCORPORATION  
FOR  
PURSUE HAPPINESS FOUNDATION, INC.  
(Not-For-Profit)**

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

**ARTICLE I  
NAME**

The name of the corporation shall be Pursue Happiness Foundation, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 400 Alton Road, Unit 1411, Miami Beach, Florida 33139.

**ARTICLE III  
PURPOSE**

The corporation is organized exclusively for charitable purposes, to create, establish, operate and maintain a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other charitable organizations. The Corporation is formed to attract substantial support from contributions, directly or indirectly, from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. Such funds shall then be used for the benefit of, and to provide support to, other 501(c)(3) organizations operating in, and providing support to persons located in, the State of Florida; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Corporation's Bylaws, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors, or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf as determined in the judgment of the directors. Except as determined, if so determined, at no time shall any part of the assets, income, or profit of the Corporation be distributable to, or inure to the benefit of, its members, directors, or officers. No substantial part of the Corporation's activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Statutes, or any successor provision thereto. Notwithstanding any other provision of these Articles of Incorporation, 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 Service of 1986, as amended (the "Code") or (b) by a corporation, contributions to which are deductible under Section 180(c)(2) of the Code.

ARTICLE IV  
MEMBERS

The qualification for membership, if any, in the Corporation, and the manner of admission of members, if any, shall be as stated in the Corporation's Bylaws.

ARTICLE V  
DIRECTORS

The affairs of this Corporation shall managed by a Board of Directors consisting of three (3) directors, or such higher number as may be determined by the Board of Directors, who shall be elected in the manner provided for in the Corporation's Bylaws and serve in accordance with the procedures described in the Bylaws. The power to adopt, alter, amend or repeal the Corporation's Bylaws shall be vested in the Board of Directors. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Laura Cullen  
400 Alton Road, Unit 1411  
Miami Beach, FL 33139

Dan Binkiewicz  
400 Alton Road, Unit 1411  
Miami Beach, FL 33139

Daniel Singer  
400 Alton Road, Unit 1411  
Miami Beach, FL 33139

ARTICLE VI  
DISSOLUTION

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director, member, trustee, or advisor of the Corporation, and no part of the net earnings shall inure to any individual (except in the case of the payment of reasonable compensation as set forth above for services rendered to or for the benefit of the Corporation affecting one or more of its purposes). It is a further express provision of these Articles of Incorporation that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any organization(s) exempt under Section 501(c)(3) as the Board of Directors shall determine.

ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

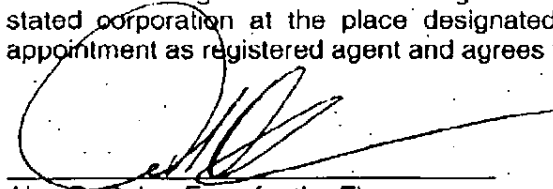
The name and Florida address of the registered agent is:

Greenspoon Marder LLP (the "Firm")  
c/o Alan B. Cohn, Esq.  
200 E. Broward Blvd., Suite 1800  
Fort Lauderdale, FL 33301

ARTICLE VIII  
INCORPORATOR

Greenspoon Marder LLP (the "Firm")  
c/o Alan B. Cohn, Esq.  
200 E. Broward Blvd., Suite 1800  
Fort Lauderdale, FL 33301

The Firm having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the Firm is familiar with the appointment as registered agent and agrees to act in this capacity.



Alan B. Cohn, Esq., for the Firm as  
Registered Agent and Incorporator

Date: 10/11, 2019

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