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FLORIDA PROFIT/NON PROFIT CORPORATION

Sandow Family Foundation

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December 23, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: SANDOW FAMILY FOUNDATION
REF: W20000145930

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**ARTICLES OF INCORPORATION
OF SANDOW FAMILY FOUNDATION INC.
(a corporation not for profit)**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, the Board of Directors (the "**Board**") of the **SANDOW FAMILY FOUNDATION INC.** (the "**Foundation**"), hereby files these Articles of Incorporation of the Foundation.

ARTICLE I
NAME

The name of the Foundation is:

SANDOW FAMILY FOUNDATION INC.

ARTICLE II
PURPOSES

(A) The purposes for which the Foundation is organized are:

- (1) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational and other charitable purposes.
- (2) These purposes may be effectuated either directly, or by contributions to, or activities undertaken in cooperation with, other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "**Code**") as amended.
- (3) The general charitable purpose for which the Foundation is to be formed and operated is to support the activities of charitable organizations established in the United States of America so long as such organizations are charitable organizations qualified as such under sections 170(c), 501(c)(3), 2055(a)(2) and 2522(a) of the Code. The Foundation shall support charitable organizations qualified as such under sections 170(c), 501(c)(3), 2055(a)(2) and 2522(a) of the Code.

(B) In furtherance of the foregoing, the Foundation shall be authorized:

- (1) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of the Foundation, to enter into agreements or contracts for contributions to the Foundation for

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its objects and purposes, provided, however, that gifts shall be subject to the provisions of the bylaws and acceptance by the Board as required by the bylaws.

- (2) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board, and pay reasonable compensation for the services of such persons.
- (3) To distribute, in the manner, form and method, and by the means determined by the Board, any and all forms of contributions received by it in carrying out the programs of the Foundation in the furtherance of its stated purposes. Money and real or personal property contributed to the Foundation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (4) To invest and reinvest surplus funds in such securities and properties as the Board may from time to time determine.
- (5) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (6) To contract and be contracted with, and to sue and be sued.
- (7) To adopt and use a corporation seal containing the words "corporation not for profit" if desired and deemed necessary, but this shall not be compulsory unless required by applicable law.
- (8) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Foundation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.
- (9) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Foundation.

- (10) Each and all of the objects, purposes and powers of the Foundation shall be exercised, construed and limited in their application to accomplish the purposes for which the Foundation is formed.

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of the Foundation:

Sandow Family Foundation Inc.
3651 NW 8th Avenue
Boca Raton, FL 33431

ARTICLE III
MEMBERSHIP

The Foundation shall have only one Member (the "*Sole Member*").

ARTICLE IV
OFFICERS

The officers of the Foundation shall be President, Vice-President, Secretary and Treasurer, who shall at all times be members of the Board, and the Foundation may have such other officers as the Board may from time to time create by resolution. The officers shall serve as provided under these Articles of Incorporation and the bylaws of the Foundation. The term of the Officers and the manner of their election shall be prescribed and governed by the bylaws of the Foundation.

ARTICLE V
DIRECTORS

(A) The powers of the Foundation shall be exercised, its property controlled, and its affairs conducted exclusively by the Board subject only to applicable law, the limitations contained in these Articles of Incorporation and the bylaws and the powers and duties reserved to the Sole Member. The power to appoint Directors shall be vested in the Sole Member. The number of Directors shall be set forth in the bylaws. The names of other persons who are the initial Directors of the Foundation, and their initial titles as officers (where applicable) are as follows:

Adam Sandow	Chairman/President
Samantha Sandow	Treasurer
Stephanie Brady	Secretary

(B) To be qualified for appointment to the position of Director, an individual must be a natural person that is 18 years of age or older. However, pursuant to Section 617.0802(1) of the Florida Statutes, one Director of the Foundation shall be permitted to be 15 years of age or older.

(C) If any of the initial Directors are not qualified to serve as a Director, fails to perform their duties as a Director, is removed as a Director, or resigns as a Director, a vacancy of the Directors of the Foundation shall be created.

(D) The power to fill any vacancy of the Directors shall be vested in the Sole Member.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is:

Alyssa K. Fiedler
c/o Pillsbury Winthrop Shaw Pittman LLP
1200 Seventeenth Street NW
Washington, DC 20036

ARTICLE VII REGISTERED OFFICE AND AGENT

The name and address of the Registered Agent is:

Corporate Creations Network Inc.
801 US Highway 1
North Palm Beach, FL 33408
Palm Beach County

ARTICLE VIII DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

(A) Compensation. Except as provided in the bylaws, a director of the Foundation shall not receive compensation for services as a director and an officer of the Foundation shall not receive compensation, directly or indirectly, for services as an officer; however, if any such director or officer is employed by the Board of directors as (i) a member of the administrative staff of the Foundation, or (ii) for compensable services rendered in other capacities including, but not limited to, where a director or an officer who is a financial, accounting, or legal advisor to the Foundation or any firm of which he or she is a member, such director, officer, director's firm, or officer's firm as the case may be, shall be entitled to receive his or her or its regular professional fees. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Foundation that are reasonable in character and amount, not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

(B) Indemnification. Every director and every officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Foundation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance shall be provided for every officer, director and agent of the Foundation in amounts determined from time to time by the Board.

(C) Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Foundation and one or more of its directors or officers, or between the Foundation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Foundation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the Board which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board and the Board shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE IX NONPROPRIETARY LIMITATIONS

(A) No part of the net earnings of the Foundation shall inure or be payable to or for the benefit of any private individual, except such compensation as may be payable to the directors and any professional advisors or other third parties engaged by the directors for the purpose of operating the Foundation.

(B) No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) In order for the Foundation to be characterized as a private foundation within the meaning of Section 509 of the Code, the Foundation:

- (1) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;
- (2) Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code;
- (3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (4) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(D) No property proposed to be transferred to the Foundation shall be received or accepted by the directors if such transfer is conditioned or limited in a manner which requires the disposition of such property or the income therefrom to any person or organization if, in the directors' opinion, such limitation would jeopardize the federal income tax exemption of the Foundation pursuant to Section 501(c)(3) of the Code.

(E) Notwithstanding any other provision of these Articles, the Foundation 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 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE X DISPOSITION OF ASSETS

In the event of a dissolution of the Foundation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Foundation, shall be distributed to any organization or organizations which are exempt under Section 501(c)(3) of the Code and are engaged in the activities of the type described in Article II above, as the Board shall determine.

IN WITNESS WHEREOF, the undersigned Incorporator of the Foundation has executed these Articles of Incorporation of the Foundation this 23rd day of December, 2020.

SANDOW FAMILY FOUNDATION INC.

/s/ Alyssa K. Fiedler

Title: Incorporator

Name: Alyssa K. Fiedler

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for SANDOW FAMILY FOUNDATION INC., a Florida not for profit corporation (the "Foundation"), in the foregoing Articles of Incorporation, the undersigned, as Registered Agent and on behalf of the Foundation, hereby acknowledges that it is familiar with and agrees to accept the duties and responsibilities as registered agent for said Foundation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

Dated: 12/23/2020

REGISTERED AGENT:

/s/ Sean Arno
Corporate Creations Network Inc.
By: Sean Arno, Special Secretary

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