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From: James Tanks

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MERGER OR SHARE EXCHANGE
MARK AND LISA RATNER FAMILY FOUNDATION, INC.

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ARTICLES OF MERGER

OF

NORMAN PERL FOUNDATION, INC.

WITH AND INTO

MARK AND LISA RATNER FAMILY FOUNDATION, INC. *1721-434*

Pursuant to the Florida Not For Profit Corporation Act (and as also authorized by the Minnesota Nonprofit Corporation Act), Norman Perl Foundation, Inc., a Minnesota nonprofit corporation, (the "Merged Corporation") and Mark and Lisa Ratner Family Foundation, Inc., a Florida nonprofit corporation, (the "Surviving Corporation") hereby certify as follows:

1. Attached hereto as Exhibit A is the Plan of Merger for the merger of Norman Perl Foundation, Inc. with and into Mark and Lisa Ratner Family Foundation, Inc.
2. There are no members of the Merged Corporation entitled to vote on the plan of merger.
3. The Surviving Corporation has two Members that are entitled to vote on a plan of merger, and approved the plan of merger unanimously on December 9, 2022.
4. The Board of Directors of the Merged Corporation have approved the Plan of Merger on behalf of the Merged Corporation on December 9, 2022, 2022 by a vote of five (5) for and zero (0) against of the directors then in office. The Board of Directors of the Surviving Corporation have approved the Plan of Merger on behalf of the Surviving Corporation on December 9, 2022 by a vote of five (5) for and zero (0) against of the directors then in office.
4. The merger shall be effective as of January 1, 2023 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger this 9th day of December, 2022.

NORMAN PERL FOUNDATION, INC.

By: *Lisa Perl Ratner*

Lisa Perl Ratner, President

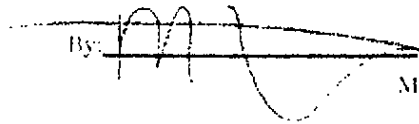
MARK AND LISA RATNER FAMILY FOUNDATION, INC.

By: *Lisa Perl Ratner*

Lisa Perl Ratner, Co-President

2022 DEC 21 AM 9:35

FILED

By: 

Mark Ratner, Co-President

EXHIBIT A

PLAN OF MERGER

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PLAN OF MERGER

Pursuant to the Minnesota Nonprofit Corporation and the Florida Not For Profit Corporation Act, Norman Perl Foundation, Inc., a Minnesota nonprofit corporation, hereby agrees to merge with and into Mark and Lisa Ratner Family Foundation, a Florida not for profit corporation, pursuant to the following terms:

- (a) The name of each entity that is a party to the merger is as follows:
 - (i) Mark and Lisa Ratner Family Foundation, Inc., a Florida not for profit corporation (the "Surviving Corporation").
 - (ii) Norman Perl Foundation, Inc., a Minnesota nonprofit corporation (the "Merged Corporation"),
- (b) The name of the Surviving Corporation into which the Merged Corporation will merge is Mark and Lisa Ratner Family Foundation, Inc., a Florida not for profit corporation.
- (c) As of January 1, 2023 (the "Effective Date"), Norman Perl Foundation, Inc. shall be merged with and into Mark and Lisa Ratner Family Foundation, Inc. and the separate existence of Norman Perl Foundation, Inc. shall thereupon cease.
- (d) Norman Perl Foundation, Inc. has no voting member(s), and its Board of Directors adopted this Plan of Merger by unanimous vote of the four (4) directors in office on December 9, 2022.
- (e) Mark and Lisa Ratner Family Foundation, Inc. has two (2) voting members that unanimously approved this Plan of Merger on December 9, 2022. The Board of Directors subsequently adopted this Plan of merger by unanimous vote of the five (5) directors in office on December 9, 2022.
- (f) The Articles of Incorporation of Mark and Lisa Ratner Family Foundation, Inc. shall not be amended in connection with the Plan of Merger.
- (g) The Mark and Lisa Ratner Family Foundation, Inc., as the Surviving Corporation, hereby consents to service of process in Florida.

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11:11 AM
JAMES TANKS