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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE SUSSMAN FAMILY FOUNDATION II, INC.**

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ARTICLES OF INCORPORATION

OF

THE SUSSMAN FAMILY FOUNDATION II, INC.

(In compliance with Chapter 617, F.S., (Not for Profit))

The undersigned, being a natural person of at least eighteen years of age and acting as the incorporator of the corporation hereby pursuant to Chapter 617, Florida Statutes (F.S.) certifies that:

FIRST: The name of the corporation is: "THE SUSSMAN FAMILY FOUNDATION II, INC." (hereinafter, the "Corporation").

SECOND: The Corporation's principal street address is:

c/o Richard J. Sussman
3771 Toulouse Drive
Palm Beach Gardens, Florida 33410

THIRD: The Corporation's mailing address is:

c/o Richard J. Sussman
3771 Toulouse Drive
Palm Beach Gardens, Florida 33410

FOURTH: The Corporation is formed for the following purposes:

A. To make contributions to other organizations that are organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals;

B. To receive and maintain a fund or funds and, by contributions to the aforesaid organizations, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for purposes as described in Section 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended (the "Code") and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing; and

C. To have, in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the Florida Statutes, subject to any limitations thereof contained in these Articles of Incorporation or in the laws of the State of Florida.

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FIFTH: The Corporation's directors shall be elected as stated in the Bylaws of the Corporation.

SIXTH: The names and addresses of the persons constituting the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Richard J. Sussman Director	3771 Toulouse Drive Palm Beach Gardens, Florida 33410
Virginia Rodgers Director	3771 Toulouse Drive Palm Beach Gardens, Florida 33410
Warren Kissin Director	5847 Vintage Oaks Circle Delray Beach, FL 33484

SEVENTH: The name and Florida street address of the registered agent is:

Richard J. Sussman
3771 Toulouse Drive
Palm Beach Gardens, Florida 33410

EIGHTH: The duration of the Corporation is to be perpetual.

NINTH: A. 1. The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942 of the Code.

2. The Corporation shall not engage in any act of self-dealing which is subject to tax under section 4941 of the Code.

3. The Corporation shall not retain any excess business holdings which are subject to tax under section 4943 of the Code.

4. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code.

5. The Corporation shall not make any taxable expenditures which are subject to tax under section 4945 of the Code.

B. 1. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

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2. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes, or for the prevention of cruelty to children or animals, either directly or by contributions to organizations which then qualify under the provisions of Section 501(c)(3) of the Code.

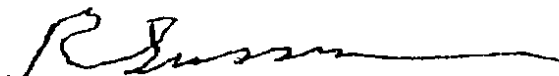
D. Nothing herein shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes, any of the activities described in Chapter 617, F.S.

TENTH: The Name and address of the Incorporator is:

Stephen W. Semian, Esq.
Warshaw Burstein, LLP
575 Lexington Avenue, 7th FL
New York, New York 10022

Having been named as a registered agent to accept service of process for the above state corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Richard J. Sussman

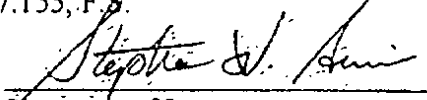


Signature of Registered Agent
Richard J. Sussman

Date: December 16, 2021

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I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Signature of Incorporator
Stephen W. Semian, Esq.

Date: 12/16/21

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