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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Zuckerman Family Foundation, Inc.**

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February 2, 2022

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

COMITER & SINGER, LLP

SUBJECT: THE ZUCKERMAN FAMILY FOUNDATION, INC.  
REF: W22000010957

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6052.

Karen Lovelace  
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OF COUNSEL:  
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OFFICE ADMINISTRATOR  
MERYL S. FRID

DATE: February 2, 2022

TIME: 1:04 PM

OPERATOR SENDING FAX: Rebecca A. Byers, Legal Assistant

TO: FL Department of State

FAX: 850-617-6381

Good afternoon:

Article X of the attached Articles of Incorporation contains the designation of the registered office and registered agent of the corporation. The registered agent has signed the Articles of Incorporation accepting such designation on Pg. 4. Article XI of the attached Articles of Incorporation lists the name and complete business street address of the incorporator. The incorporator has signed the Articles of Incorporation on Pg. 3.

Thank you.

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**ARTICLES OF INCORPORATION  
OF  
THE ZUCKERMAN FAMILY FOUNDATION, INC.**

**Article I. Name**

The name of the corporation shall be The Zuckerman Family Foundation, Inc. (the "Corporation").

**Article II. Principal Office**

The initial principal place of business and mailing address of the Corporation shall be 5252 Oak Lane, Coral Gables, FL 33156.

**Article III. Purpose**

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized, so far as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "Code"), and only for charitable, religious, and educational purposes that are in accordance with all applicable laws.

To support the Corporation's purposes, it may also accept, hold, invest, reinvest, and administer any gifts, without limitations as to amount or value, and to use, disburse, or donate the income or principal thereof for charitable purposes consistent with the Corporation's purposes. The Corporation may establish investment policies, guidelines, etc. in its bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as an individual, association, partnership, limited liability company, or other jural person might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

**Article IV. Management**

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than the minimum required by law.

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## Article V. Manner of Directors' Election

The manner in which the directors are elected or appointed shall be done in accordance with the Corporation's bylaws.

## Article VI. Initial Directors

The names and addresses of the initial directors are:

Ivan Zuckerman Director  
5252 Oak Lane  
Coral Gables, FL 33156

Janice Zuckerman  
5252 Oak Lane  
Coral Gables, FL 33156

Max Zuckerman  
5252 Oak Lane  
Coral Gables, FL 33156

Alan Zuckerman  
5252 Oak Lane  
Coral Gables, FL 33156

## Article VII. Membership

The Corporation shall have no members.

## Article VIII. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members, 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 any of its purposes. If the Corporation is at any time deemed not to be a private foundation within the meaning of the Code Section 509(a), no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). Otherwise, if the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall not conduct any activities consisting of the carrying on of propaganda or otherwise attempt to influence legislation, except as permitted in Code Section 4945. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Sections 170, 2055, or 2522.

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If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

Article IX. Indemnification

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law.

Article X. Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent is Comiter, Singer, Baseman & Braun, LLP, 3825 PGA Boulevard, Suite 701, Palm Beach Gardens, FL 33410.

Article XI. Incorporator

The name and address of the incorporator is Ivan Zuckerman, 5252 Oak Lane, Coral Gables, FL 33156.

Article XII. Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed 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 the foregoing purposes.

  
Ivan Zuckerman, Incorporator

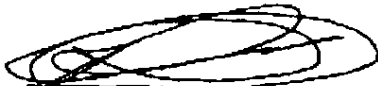
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this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



Richard B. Comiter, Esq., as Authorized  
Representative of Registered Agent

1/25/22, 2022

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