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Page: 1 of 7

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DOMESTICATION  
RODKIN FAMILY FOUNDATION INC.

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CERTIFICATE OF DOMESTICATION  
OF  
RODKIN FAMILY FOUNDATION INC.

(A Corporation Not-for-Profit)

THE UNDERSIGNED, Barbara Rodkin, President of the Rodkin Family Foundation Inc., a Connecticut not-for-profit corporation (the "Corporation"), in accordance with Section 617.1803, Florida Statutes, does hereby certify the following:

1. The date on which the Corporation was first formed is April 22, 2008.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being is the State of Connecticut.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was "Rodkin Family Foundation Inc."
4. The name of the Corporation, as set forth in its articles of incorporation, to be filed pursuant to Sections 617.01201 and 617.0202, Florida Statutes, with this certificate, is "Rodkin Family Foundation Inc."
5. The jurisdiction that constituted the seat, siege social, principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of Connecticut.
6. Attached are Florida Articles of Incorporation pursuant to section 617.1803, Florida Statutes.

I am the President of the Rodkin Family Foundation Inc. and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 18th day of May 2023.

DocuSigned by:

*Barbara Rodkin*

Barbara Rodkin  
As its President

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**ARTICLES OF INCORPORATION  
OF  
RODKIN FAMILY FOUNDATION INC.**

**(A Corporation Not-for-Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt, and subscribe the following Articles of Incorporation:

**I.  
NAME OF CORPORATION**

The name of this Corporation shall be:

Rodkin Family Foundation Inc.

The principal address and the mailing address of the Corporation shall be:

8068 Sanderling Road  
Sarasota, FL 34242

**II.  
PURPOSES**

The purposes for which the Corporation is organized are exclusively charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law. Such purposes shall include the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The general nature, objects, and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable, religious, educational, or scientific purposes including:

- a. To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation which are not inconsistent with its purposes;

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- b. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors, 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 the purposes set forth herein. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any 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 Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

### III.

#### BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

### IV.

#### OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors of the Corporation follows:

Barbara Rodkin - Director and President  
8068 Sanderling Road  
Sarasota, Florida 34242

Gary Rodkin - Director, Vice President, and Secretary  
8068 Sanderling Road  
Sarasota, Florida 34242

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Jonathan Rodkin  
13293 Patuxent Avenue  
Lusby, Maryland 20657

- Director

**V.  
CORPORATE EXISTENCE**

The existence of this Corporation shall be perpetual, until dissolved in accordance with the Bylaws.

**VI.  
BYLAWS**

The board of directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided in the Bylaws.

**VII.  
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is Cross Street Corporate Services, LLC.

**VIII.  
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is Barbara Rodkin, 8068 Sanderling Road, Sarasota, Florida 34242.

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**IX.  
MEMBERS**

The Corporation shall not have members.

**X.  
COMMITTEES**

The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

**XI.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes for which this Corporation was organized to such organization or organizations organized and operated exclusively for charitable, religious, educational, and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Sarasota County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The board of directors may adopt provisions in the Bylaws to direct the distribution of assets to particular organizations which qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

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## XII. AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of May 2023.

DocuSigned by:

*Barbara Rodkin*

CONFIDENTIAL

Barbara Rodkin

Incorporator

## ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as registered agent for the Corporation to accept service of process upon said Corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

CROSS STREET CORPORATE SERVICES,  
LLC, a Florida limited liability company

By: 

E. John Wagner, II  
As its Vice President

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