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FLORIDA PROFIT/NON PROFIT CORPORATION

Trulieve Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
TRULIEVE FOUNDATION, INC.**

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

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporations Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be **Trulieve Foundation, Inc.**

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal place of business and the mailing address of this corporation will be: c/o Trulieve, Inc., 3494 Martin Hurst Road, Tallahassee, Florida 32312.

**ARTICLE III
PURPOSES**

The specific purposes for which this corporation is organized are:

(1) Any purpose for which corporations not for profit may be organized under Florida law, including to distribute funding to Charitable Organizations for Charitable Purposes. Such Charitable Organizations and Charitable Purposes may include those that support and positively impact local communities, veterans, women, minorities, education, and mental health & wellness, among others.

(2) To receive, administer and invest funds for charitable purposes and to that end (a) to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or corporations, any property, whether real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; (b) to sell, convey or otherwise dispose of any such property; (c) to invest, reinvest, or deal with the principal or income thereof, all in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this certificate of incorporation or any laws applicable thereto; and (d) to modify any restriction or condition on

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the distribution of funds for any specified charitable purpose or to specified organizations if in the sole judgment of the board of directors such restriction or condition becomes unnecessary, incapable of fulfillment, or inconsistent with the charitable purposes of the corporation; and (e) to distribute property to qualified Charitable Organizations or for Charitable Purposes (as hereinafter defined) in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes as set forth in this certificate of incorporation, or in accordance with determinations made by the board of directors pursuant to this certificate of incorporation.

(3) As used in this Article III, the phrase "Charitable Organizations" shall mean corporations, trusts, funds, foundations or community chests organized and operated exclusively for Charitable Purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. In addition, as used in this Article III, the phrase "Charitable Purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3), or any successor section, of the Internal Revenue Code of 1986, as amended, or any successor statute (the "Code"), and only such purposes as also constitute public charitable purposes under the laws of the State of Florida.

(4) To do any other act or thing incidental to or in connection with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of the corporation's members, directors, or officers.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The method of election of directors of this corporation will be stated in the corporation's bylaws.

ARTICLE V INITIAL DIRECTORS

The names of the initial directors of this corporation are:

Shannon Dolson

Malachi Gladden

Joy Malivuk

Brian Manning

Heather Rose

William Troutt

Rick Wilson

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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of this corporation is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of this corporation is: Meredith A. McCarthy, c/o Hodgson Russ LLP; 677 Broadway, Suite 401, Albany, New York 12207.

ARTICLE VIII ORGANIZATION FOR CHARITABLE PURPOSES

(1) The corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3), or any successor section, of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3), or any successor section, of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2), or any successor section, of the Code.

(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), 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.

(3) No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h), or any successor section of the Code), nor shall the corporation 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.

(4) Notwithstanding any other provision of this certificate, if at any time or times the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

- (a) 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.
- (b) The corporation shall not engage in any act of self-dealing that is subject to tax under Section 4941 of the Code.
- (c) The corporation shall not retain any excess business holdings that are subject to tax under Section 4943 of the Code.

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- (d) The corporation shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code.
- (e) The corporation shall not make any taxable expenditures that are subject to tax under section 4945 of the Code.

ARTICLE IX DISSOLUTION

Upon liquidation or dissolution of this corporation, whether voluntary or involuntary, after payment of all debts and liabilities of the corporation of whatsoever kind or nature, its remaining funds and other property and rights will be distributed to an organization or organizations exempt from taxation under Section 501(c)(3), or any successor section, of the Code, such organization or organizations to be selected by the board of directors of the corporation.

[Signature Page Follows]

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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 this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CORPORATION SERVICE COMPANY, Registered Agent

By: Brendan Sheils

Name: Brendan Sheils

08/12/2024

Date

Title: Assistant Secretary

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 § 817.155, F.S.

Meredith A. McCarthy
Meredith A. McCarthy, Incorporator

8/12/2024

Date

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