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**MERGER OR SHARE EXCHANGE**  
**J. IRA AND NICKI HARRIS FOUNDATION, INC.**

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# ARTICLES OF MERGER

Merging  
J. Ira and Nicki Harris Family Foundation, Inc.  
(a Florida not-for-profit corporation)  
with and into  
J. Ira and Nicki Harris Foundation, Inc.  
(a Florida not-for-profit corporation)

107-8190  
197-7069

In accordance with Section 617.1105 of the Florida Statutes, the undersigned corporation hereby submits for filing these Articles of Merger:

## ARTICLE I

The name and state of incorporation of each corporation that is a party to the merger are (a) J. IRA AND NICKI HARRIS FAMILY FOUNDATION, INC. a not-for-profit corporation incorporated under the laws of the State of Florida ("Merging Foundation"), and (b) J. IRA AND NICKI HARRIS FOUNDATION, INC. a not-for-profit corporation incorporated under the laws of the State of Florida ("Surviving Foundation").

## ARTICLE II

The name of the surviving corporation in the merger is J. IRA AND NICKI HARRIS FOUNDATION, INC. Immediately after the effective date and time of the merger, the name of the surviving corporation shall be the J. IRA AND NICKI HARRIS FAMILY FOUNDATION, INC.

## ARTICLE III

A plan of merger with respect to the merger of Merging Foundation with and into Surviving Foundation (the "Plan of Merger") has been approved and adopted by Merging Foundation and Surviving Foundation as required under Section 617.1101 of the Florida Statutes, as applicable, and the Plan of Merger is attached to these Articles of Merger.

## ARTICLE IV

The Plan of Merger was adopted by written consent of the sole Member and the Board of Directors of the Merging Foundation in accordance with Sections 617.0701 and 617.0821 of the Florida Statutes on December 23, 2022.

## ARTICLE V

There are no members of the Surviving Foundation. The Plan of Merger was adopted by the Board of Directors of the Surviving Foundation in accordance with Section 617.0821 of the Florida Statutes on December 23, 2022. The number of directors in office was seven (7). The vote for the Plan of Merger was unanimous.

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## ARTICLE VI

These Articles of Merger shall be effective, and the merger of Merging Foundation with and into Surviving Foundation shall take effect, as of 11:59 p.m., Eastern Standard Time, on December 31, 2022 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned have duly executed and delivered these Articles of Merger on behalf of J. IRA AND NICKI HARRIS FAMILY FOUNDATION, INC. and J. IRA AND NICKI HARRIS FOUNDATION, INC. of December 23, 2022.

J. IRA AND NICKI HARRIS FAMILY FOUNDATION, INC.

BY: Nicki HarrisNAME: Nicki HarrisTITLE: President

J. IRA AND NICKI HARRIS FOUNDATION, INC.

BY: Nicki HarrisNAME: Nicki HarrisTITLE: President

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J. IRA AND NICKI HARRIS FOUNDATION, INC.

*This document was drafted by, and a filed copy hereof should be returned to, Atty. Jason Kohout, Foley & Lardner LLP, 777 E. Wisconsin Ave., Milwaukee, Wisconsin 53202 (414-319-7053).*

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## PLAN OF MERGER

Merging  
J. Ira and Nicki Harris Family Foundation, Inc.  
(a Florida not-for-profit corporation)  
with and into  
J. Ira and Nicki Harris Foundation, Inc.  
(a Florida not-for-profit corporation)

J. IRA AND NICKI HARRIS FOUNDATION, INC. a Florida not-for-profit corporation ("Surviving Foundation"), and J. IRA AND NICKI HARRIS FAMILY FOUNDATION, INC. a Florida not-for-profit corporation ("Merging Foundation") desire to merge.

The merger of Merging Foundation with and into Surviving Foundation is pursuant to the terms and conditions set forth in this Plan of Merger (this "Plan") and Chapter 617 of the Florida Statutes (the "Merger"). Surviving Foundation and Merging Foundation may be collectively referred to herein as the "Parties" or individually as a "Party."

## RECITALS

A. The sole member and Board of Directors of Merging Foundation has (i) determined that the Merger is fair to, and in the best interests of, Merging Foundation and (ii) the sole member and the Board of Directors of the Merging Foundation have approved the Merger and approved and adopted this Plan of Merger and the other transactions contemplated by this Plan of Merger.

B. The Board of Directors of Surviving Foundation has (i) determined that the Merger is consistent with and in furtherance of the long-term business strategy of Surviving Foundation and fair to, and in the best interests of, Surviving Foundation and (ii) approved and adopted this Plan of Merger and the other transactions contemplated by this Plan of Merger.

NOW, THEREFORE, in consideration of the covenants and promises set forth herein, and for other good and valuable consideration, intending to be legally bound hereby the parties agree to the following terms and conditions of the Merger:

## ARTICLE I THE MERGER

### 1.1. The Merger.

On the Effective Date (as defined in Section 1.3 hereof) and subject to and upon the terms and conditions of this Plan of Merger and the applicable provisions of the Florida Statutes, Merging Foundation shall be merged with and into Surviving Foundation, the separate existence of Merging Foundation shall cease, and Surviving Foundation shall continue as a not-for-profit corporation organized under the laws of the State of Florida under the name J. IRA AND

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NICKI HARRIS FAMILY FOUNDATION, INC. (the name having been changed immediately after the Effective Date) (the "Surviving Entity").

1.2. Articles of Incorporation; Bylaws; Members.

(a) The Articles of Incorporation attached hereto as Exhibit A, shall be the Articles of Incorporation of the Surviving Entity; provided, however, such Articles of Incorporation shall be amended after the effective date and time of the merger to reflect the change in the Surviving Entity's name to J. IRA AND NICKI HARRIS FAMILY FOUNDATION, INC.

(b) The current Bylaws of the Surviving Entity shall be the Bylaws of the Surviving Entity until thereafter amended.

(c) The sole member of Merging Foundation, as immediately prior to the Effective Date, shall be terminated without consideration.

1.3. Effective Date.

The Merger shall become effective as of 11:59 p.m., Eastern Standard Time, December 31, 2022 (the "Effective Date").

1.4. Effect of the Merger.

On the Effective Date, the effect of the Merger shall be as provided in the applicable provisions of the Florida Statutes. Without limiting the generality of the foregoing, and subject thereto, on the Effective Date, all the property, rights, privileges, powers, and franchises of Merging Foundation shall vest in Surviving Foundation, and all debts, liabilities, and duties of Merging Foundation shall become the debts, liabilities, and duties of Surviving Foundation.

1.5. Directors and Officers.

At the Effective Date, the persons set forth in Exhibit B shall be the directors and/or officers of the Surviving Entity, as the case may be, until the earlier of their respective resignation or removal or their respective successors are duly elected and qualified, as the case may be.

1.6. Rights and Duties Post Merger.

As of the Effective Date, the separate existence of Merging Foundation and Surviving Foundation shall cease and the Surviving Entity, (i) shall continue to possess all of its assets, rights, power, and property as constituted on the business day prior to the Effective Date, (ii) shall be subject to all actions previously taken by the Merging Foundation and the Surviving Foundation, (iii) shall succeed, without other transfer, to all of the assets, rights, powers, and property of Merging Foundation as more fully set forth in Section 617.1106 of the Florida Statutes, (iv) shall continue to be subject to all of its debts, liabilities, and obligations as constituted on the business day prior to the Effective Date, and (v) shall succeed, without other transfer, to all of the debts, liabilities, and obligations of Merging Foundation in the same manner

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as if the Surviving Entity had itself incurred them, all as more fully provided under the applicable provisions of the Florida Statutes.

## ARTICLE II GENERAL

### 2.1. Further Assurances.

From time to time, as and when required by the Surviving Entity or by its successors or assigns, there shall be executed and delivered on behalf of Merging Foundation such deeds and other instruments, and there shall be taken or caused to be taken by the Surviving Entity and Merging Foundation such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by the Surviving Entity the title to and possession of all of the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of Merging Foundation and otherwise to carry out the purposes of this Plan of Merger, and the officers and directors of the Surviving Entity are fully authorized and directed in the name and on behalf of Merging Foundation or otherwise to take any and all such action and to execute and to deliver any and all such deeds and other instruments.

### 2.2. Plan.

Copies of this Plan of Merger will be on file at the principal place of business of the Surviving Entity at 220 Sunrise Avenue, Suite 210, Palm Beach, Florida 33480.

### 2.3. Governing Law.

This Plan of Merger shall be construed and interpreted in accordance with the laws of the State of Florida without regard to conflicts of law principles.

\* \* \* \* \*

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**EXHIBIT A**  
**ARTICLES OF INCORPORATION**  
[Attached]

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03/15/2003 14:22 FAX 561 655 9505

Chopin &amp; Miller

2/004

P.03

MAR-18-2003 11:42

# State of Florida



## Department of State

I certify from the records of this office that J. IRA AND NICKI HARRIS FOUNDATION, INC., is a corporation not for profit organized under the laws of the State of Florida, filed on December 18, 1997.

The document number of this corporation is N97000007069.

I further certify that said corporation has paid all fees due this office through December 31, 2002, that its most recent annual report/uniform business report was filed on April 7, 2002, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Seventeenth day of March, 2003



GR2ED22 12-03)

*Glenda E. Hood*

Glenda E. Hood  
Secretary of State



03/18/2003 14:22 FAX 561 655 9503

Chopin & Miller

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MAR-18-2003 11:43

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of J. IRA AND NICKI HARRIS FOUNDATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N97000007069.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Seventeenth day of March, 2003



CH2EO22 (2-03)

*Glenn E. Hood*

Glenn E. Hood  
Secretary of State

ARTICLES OF INCORPORATION

OF

J. IRA and NICKI HARRIS FOUNDATION, INC.

The undersigned acting as incorporator of a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is J. IRA and NICKI HARRIS FOUNDATION, INC. (the "Corporation").

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, 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, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted

to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

2. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 prior enumerated purposes. No part of the activities of the

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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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of

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the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

c. For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments

in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

#### ARTICLE FOUR

The address of the principal office of and mailing address of the Corporation is 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480.

#### ARTICLE FIVE

There shall be three (3) members of the Board of Directors of the Corporation. The number of Directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). The election of the Directors of the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE SIX

The address of the Corporation's initial registered office is 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480 and the name of its initial registered agent at that address is Joel H. Yudenfreund.

ARTICLE SEVEN

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE EIGHT

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

ARTICLE NINE

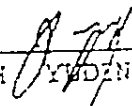
The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement,

vote of the members of disinterested Directors of the Corporation  
or otherwise.

ARTICLE TEN

The name and address of the incorporator is Joel H.  
Yudenfreund, c/o Chopin, Miller & Yudenfreund, 440 Royal Palm Way,  
Suite 200, Palm Beach, Florida 33480.

WITNESS the hand and seal of said incorporator this 17<sup>th</sup> day  
of December, 1997.

  
\_\_\_\_\_  
JOEL H. YUDENFREUND

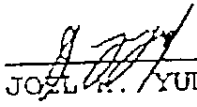


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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 617.0531, Florida Statutes, the following is submitted: That J. Ira and Nicki Harris Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named Joel H. Yudenfreund, Attorney at Law, located at 440 Royal Palm Way, Suite 200, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
JOEL H. YUDENFREUND  
Registered Agent

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FILED  
CLERK

**EXHIBIT B:**

**DIRECTORS AND OFFICERS:**

**Directors:**

Nicki Harris  
Jonathan Harris  
Sherry Barrat  
David Moore  
Craig Shadur  
Bruce Moskowitz  
Andrea Newman

**Officers:**

President: Nicki Harris  
Vice President: Jonathan Harris  
Secretary: Craig Shadur  
Treasurer: Jonathan Harris

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