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Division of Corporations
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FLORIDA LIMITED LIABILITY CO.

Coleman Park II, LLC

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**ARTICLES OF ORGANIZATION
OF
COLEMAN PARK II, LLC**

The undersigned Authorized Representative of a Member, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Act, Florida Statutes Chapter 605 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I — NAME

The name of the limited liability company is Coleman Park II, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

500 Columbia Drive, Suite 101
West Palm Beach, FL 33409

ARTICLE III - PURPOSES

The purposes for which the Company is formed are:

(A) The Company is organized and shall operate exclusively for the benefit of Palm Beach Venture Philanthropy, Inc. ("PBVP") and solely to further the charitable and tax-exempt purposes of PBVP within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any succeeding law. In furtherance of such purposes, the Company may exercise such powers which are now or which hereafter may be conferred by law upon a limited liability company organized for the purposes hereinabove set forth or necessary or incidental or conducive to the purposes of the Company; *provided, however*, that the Company shall only exercise powers which are in furtherance of PBVP's exempt purposes.

(B) The property of the Company shall be irrevocably dedicated to the charitable purposes of PBVP consistent with the requirements of section 501(c)(3) of the Code. No part of the income or earnings of the Company shall inure to the benefit of, or be distributed to, any director, officer, manager or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code section 501(c)(3). Reimbursement for expenditures or the payment of reasonable compensation for services shall not be deemed to be a distribution of income or earnings.

(C) No part of the activities of the Company shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent that the Company

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makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code, and the Company shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office any time.

(D) In the event of the complete or partial liquidation or dissolution of the Company, whether voluntary or involuntary, no director, officer or manager of the Company or any other private individual shall be entitled to any distribution or division of the Company's proceeds and the balance of all money and other property received by the Company from any source, after the payment of all debts and obligations of the Company, shall be distributed to PBVP or, if such corporation is not in existence or an organization described in Code section 501(c)(3), such property shall be distributed exclusively to an organization or organizations which themselves are exempt as organizations described in Code section 501(c)(3) or to a federal, state or local government, for a public purpose.

(E) Notwithstanding any other provision of these Articles to the contrary, (1) the Company may engage in only such activities as shall constitute activities in furtherance or PBVP's exempt purposes and (2) the Company shall not carry on any activities or exercise any power or authority not permitted to be carried or exercised (i) by an organization exempt from federal income tax under Code section 501(c)(3) or (ii) by an organization contributions to which are deductible under Code section 170(c)(2).

(F) The Company is wholly owned by PBVP, a tax exempt organization under Section 501(c)(3) of the Code and will be treated as a disregarded entity by PBVP. PBVP will treat the operations and finances of the Company as its own. The Company shall not make any election to be classified as an association pursuant to 26 C.F.R. 301.7701 or take any action which would cause the Company not to be classified as an entity disregarded from its owner pursuant to such regulations.

(G) No member, manager, officer or employee of the Company shall take any action which is insistent with the provisions of these Articles and any such action shall be null and void *ab initio* and of no force or effect.

ARTICLE IV - REGISTERED AGENT

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

Nason Yeager Gerson Harris & Fumero, P.A.
3001 PGA Boulevard, Suite 305
West Palm Beach, FL 33407

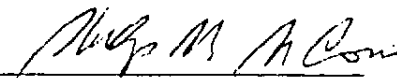
Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I, on behalf of Nason Yeager Gerson Harris & Fumero, P.A. (the "Firm"), hereby state the Firm is familiar with and accepts the corporation's appointment of the Firm as its registered agent and agrees to act in this capacity. I further agree to comply with the provisions of all

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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 as provided for in Chapter 605, F.S.

Nason Yeager Gerson Harris & Fumero, P.A.

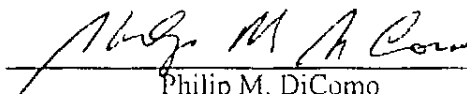
By: 
Philip M. DiComo, Esq.

ARTICLE V — MANAGEMENT

The management of the Company shall be vested in its sole member, Palm Beach Venture Philanthropy, Inc., a Florida not-for-profit corporation.

Dated: February 17, 2025

REQUIRED SIGNATURE


Philip M. DiComo
Authorized Representative

(In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury 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.)

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