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FLORIDA PROFIT/NON PROFIT CORPORATION
Downtown BBQ Throwdown, Inc.

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**ARTICLES OF INCORPORATION
OF
DOWNTOWN BBQ THROWDOWN, INC.
(A Florida Not-For-Profit Corporation)**

The undersigned, a citizen of the United States, acting as Incorporator of DOWNTOWN BBQ THROWDOWN, INC. (the "Corporation"), a corporation organized under the Florida Not For Profit Corporation Act (the "Act"), Chapter 617 of the Florida Statutes, hereby makes and adopts the following as the Articles of Incorporation (the "Articles") for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation shall be DOWNTOWN BBQ THROWDOWN, INC.

**ARTICLE II
ADDRESS**

The initial principal office of the Corporation shall be 349 NE 31st Street, Boca Raton, Florida 33431, and the mailing address of the Corporation shall be 349 NE 31st Street, Boca Raton, Florida 33431.

**ARTICLE III
PURPOSE**

The Corporation is organized and shall be operated exclusively to benefit religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board of Directors of the Corporation may from time to time determine, either directly for one or more exempt purposes within the meaning of

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Section 501(c)(3) of the Code or through contributions to any charitable organization or organizations which themselves are organized exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful activity for which not-for-profit corporations may be organized under Florida law.

In furtherance of its corporate purpose, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE IV
LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in these Articles, and reasonable reimbursements and compensation may be paid for services rendered to or for the Corporation affecting its purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Code, as amended, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code, as amended, or carry on any activity not permitted to be carried on by a non-for-profit corporation organized under the laws of the State of Florida and the Act.

ARTICLE V
INCORPORATOR

The name of the Incorporator of this Corporation is W. Scott Johns, V, and the address of the Incorporator is 3001 PGA Boulevard, Suite 305, Palm Beach Gardens, Florida 33410.

ARTICLE VI
BOARD OF DIRECTORS

A. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation.

B. The number of persons constituting the initial Board of Directors shall be four (4). The number of Directors may be changed as provided in the Bylaws of the Corporation, provided that at no time may the Corporation have fewer than three (3) Directors.

C. At all times the majority of the Directors of the Corporation shall be citizens of the United States or shall be residents of the United States.

D. The names and addresses of the initial Board of Directors are as follows:

Name and Address:

Walter E. Jones Jr.
21715 Cromwell Cir.
Boca Raton, Florida 33486

Philip Hall
349 NE 31st St.
Boca Raton, Florida 33431

Christopher Warren
200 NW 7th St.
Boca Raton, Florida 33432

Joanne Stanley
4301 Renaissance Way
Boynton Beach, Florida 33426

ARTICLE VII
DIRECTOR LIABILITY LIMITATIONS

A Director shall have no liability to the Corporation for monetary damages for conduct as a Director, except for acts and omissions that involve intentional misconduct by the Director or a knowing violation of law by a Director, or where the Director votes or assents to a distribution which is unlawful or violates the requirements of these Articles, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of the Directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the Act, as amended, without need for further amendment of these Articles or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

ARTICLE VIII
INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance

of his duties as a Director or Officer. The right of indemnification provided herein shall not be exclusive of other rights to which any such person may now or hereafter may be entitled to as a matter of law.

ARTICLE IX
BYLAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles.

ARTICLE X
DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board of Directors shall perform all necessary acts required by Florida law. All of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed (i) to the Federal government or to a state or local government, to be used for a public purpose or (ii) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as the Board of Directors shall determine or, if there are no directors, as set forth in the Bylaws of the Corporation. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction, in the county in which the office of the registered agent of the Corporation is then located, exclusively for such purposes or to such organizations, set forth above, as said Court shall determine which are organized and operated exclusively for such purposes, considering charities previously supported by the Corporation. In no event shall any of such assets or property be distributed to any Director or Officer of the Corporation or to any private individual.

ARTICLE XI
REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is W. Scott Johns, V, and the street and mailing address of the registered office of the Corporation is 3001 PGA Boulevard, Suite 305, Palm Beach Gardens, FL 33410.

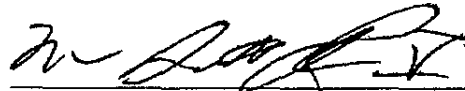
ARTICLE XII
AMENDMENTS

These Articles may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the Directors in office.

ARTICLE XIII
MISCELLANEOUS

The Corporation shall have perpetual existence. The Corporation shall issue no shares of stock and shall have no shareholders.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 12th day of August, 2016.



W. Scott Johns, V, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, W. Scott Johns, V, hereby accept the appointment as the registered agent of
DOWNTOWN BBQ THROWDOWN, INC., as made in the foregoing Articles of Incorporation.



W. Scott Johns, V

Dated: August 12, 2016

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SECRETARY
MILWAUKEE, WI 53207