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FLORIDA NON-PROFIT CORPORATION

United States Wakeboard Federation, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION  
OF  
UNITED STATES WAKEBOARD FEDERATION, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of the Corporation shall be UNITED STATES WAKEBOARD FEDERATION, INC. (the "Corporation").

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office of the Corporation is 116 Nelson Street, Auburndale, Florida 33823.

**ARTICLE III - Purpose**

A. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(4) of the Code are not permitted to engage.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 purposes set forth in this Article.

**ARTICLE IV - Term of Existence**

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 116 Nelson Street, Auburndale, Florida 33823 and the name of the initial registered agent of the Corporation at that address is Jim Emmons.

Attorney Name: Holly L. Haworth, Esq.  
Broad and Cassel - Attorneys at Law  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801  
Telephone (407) 839-4200  
Florida Bar No.: 0129003

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Facsimile Audit No. H00000045504 8ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be five (5).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors are:
- | <u>Name</u>       | <u>Street Address</u>                          |
|-------------------|--|
| Larry Meddock     | 116 Nelson Street<br>Auburndale, Florida 33823 |
| Rob Hyatt         | 116 Nelson Street<br>Auburndale, Florida 33823 |
| Charles Patterson | 116 Nelson Street<br>Auburndale, Florida 33823 |
| Conrad Necrason   | 116 Nelson Street<br>Auburndale, Florida 33823 |
| Paul O'Brien      | 116 Nelson Street<br>Auburndale, Florida 33823 |
- F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

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ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Jim Emmons

116 Nelson Street  
Auburndale, Florida 33823

ARTICLE VIII - Members

The Corporation shall have members as set forth in the Corporation's Bylaws.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

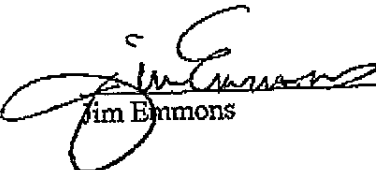
ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XI - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, as the Board of Directors shall determine.

29<sup>th</sup> WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of August, 2000.

  
Jim Emmons

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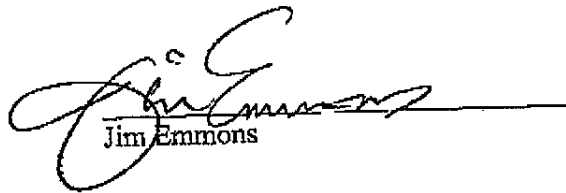
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of United States Wakeboard Federation, Inc.

  
Jim Emmons

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