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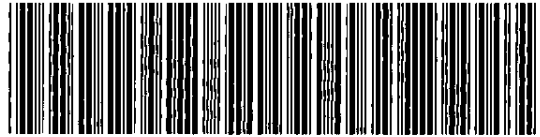
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Business & Real Estate
Also Admitted in Pennsylvania

TIMOTHY W. GASKILL
Business, Probate
Family Litigation

DONALD R. SMITH
Personal Injury & Wrongful Death
Commercial Litigation

CURTIS L. SHENKMAN
Board Certified
Real Estate Attorney



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JUDY D. MONTEIRO
DENISE B. PAOLUCCI

ADMINISTRATOR
FLORENCE SHERMAN

February 13, 2009

Secretary State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of BAD FROG, INC., a Florida not for Profit corporation

Greetings:

Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- ☒ i) Articles Of Incorporation filing fee, \$35.00.
- ☒ ii) Certified copy of Articles Of Incorporation, \$8.75.
- ☒ iii) Registered Agent Designation Filing Fee, \$35.00.

TOTAL: \$78.50

If you have any questions, please call or email me immediately. Thank you for your cooperation.

Sincerely,

A handwritten signature in black ink, appearing to read 'Curtis L. Shenkman', written in a cursive style.

Curtis L. Shenkman

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ARTICLES OF INCORPORATION FOR
BAD FROG, INC.
A NON PROFIT CORPORATION OF FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation of the **BAD FROG, INC.**

ARTICLE I: NAME

The name of this corporation shall be the **BAD FROG, INC.**, and its principal office shall be at 11891 US HIGHWAY ONE, SUITE 100, North Palm Beach, FL 33408, County of Palm Beach, USA, or other future addresses as determined by the corporation.

ARTICLE II: PURPOSE

The general purpose and objectives of this corporation shall be:

1. The purpose and general nature of the objectives for which this corporation is organized are exclusively for the purposes of religious, charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law;

to engage in any activity incidental or conducive to the attainment of the purpose of this corporation, that lawfully can be conducted by a corporation organized under Chapter 617.01011, et seq., Florida Statutes;

to engage in other activities and functions as are proper and in furtherance of the goals and purposes of the corporation, including the meaning behind the name:

Beyond All Doubt Fully Rely On God;

to accept gifts, grants and contributions and to conduct fund raising activities in furtherance of the goals and purposes of the corporation.

DeSantis, Gaskill, -

Smith & Shenkman, P.A.

11891 US Highway One, Suite 100

North Palm Beach, FL 33408

Curtis L. Shenkman, Esquire

FL Bar No. 0438911

561-622-2700

The corporation shall be subject to the following provisions:

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered;
- b. No part of the activities of the 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law.
- d. Upon the dissolution of the corporation and after paying or making provision for payment of all liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 the Circuit Court of the county in which the principal office of 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.

ARTICLE III: USE OF INCOME

All revenue, income and money received from the conduct of the corporation is to be used and employed in charitable, educational or benevolent work. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

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ARTICLE IV: POWERS

The corporation is to have the power to do any and all things necessary or expedient for carrying out the stated purpose and objectives of the corporation and, in general, to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida. To acquire, either by gift or purchase, and to hold, own, sell, mortgage or encumber in any manner, lease and improve real estate and personal property for itself and others either as trustee or otherwise, as the corporation shall require and not for monetary profit. In addition to any other powers herein provided, this corporation shall have those powers enumerated and set forth in Section 617.0302, Florida Statutes.

ARTICLE V: MEMBERS

The membership of this corporation shall consist of persons as from time to time hereafter may become members in the manner provided in the Bylaws.

ARTICLE VI: DIRECTORS

The affairs of this corporation shall be overseen by the Directors. The minimum number of Directors shall be three (3). The Directors shall be elected and hold office in accordance with the Bylaws. The name and address of the initial Directors are as follows:

Chris Gunn
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

Sally Mark
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

Lisa Cole
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

DeSantis, Gaskill,
Smith & Shenkman, P.A.
11891 US Highway One, Suite 100
North Palm Beach, FL 33408
Curtis L. Shenkman, Esquire
FL Bar No. 0438911

Directors continued:

Don Pennington
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

Tom Bennett
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

Collum Strayer
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

Curtis Shenkman
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

ARTICLE VII: NAME OF INCORPORATOR

The name and the street address of the incorporator for these articles of incorporation is:

Curtis Shenkman
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

ARTICLE VIII: MEETINGS

The annual meeting of the members shall be held as provided in the Bylaws. The corporation may provide in its Bylaws for the holding of additional meetings, and shall provide for notice of all such meetings. The members necessary to constitute a quorum for the holding of any business meetings shall be determined in the Bylaws.

DeSantis, Gaskill,
Smith & Shenkman, P.A.
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ARTICLE IX: DISSOLUTION OF CORPORATION

The corporation may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of the Directors.

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations operated for similar purposes as shall, as the Directors shall determine.

ARTICLE XI: RACIAL NONDISCRIMINATION

This corporation shall have a racially nondiscriminatory policy, and therefore shall not discriminate against members, applicants, students, and others on the basis of race, color, or national or ethnic origin.

ARTICLE XII: POLITICAL ACTIVITY

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

ARTICLE XIII: INDEMNIFICATION

Every Director and every Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding or any settlement of any proceeding in which they may be a part, or to which they may become involved by reason of their being or having been a Director or Officer, excluding illegal acts or grossly negligent conduct, at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such Director or Officer may be entitled.

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ARTICLE XIV: AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

The Bylaws of the Corporation and these Articles of Incorporation may be altered, changed, or amended by the Directors at any regular meeting called for that purpose, provided that proper notice, as defined in the bylaws, has been given. All such proposed alterations, changes, or amendments to the Bylaws or to the Articles of Incorporation must receive the affirmative vote of fifty one percent (51%) of the Directors present and voting at such meeting. Amendments to the Articles of Incorporation, when approved by the Directors, must also be forwarded to, filed and approved by the Secretary of State of Florida before the same shall become effective.

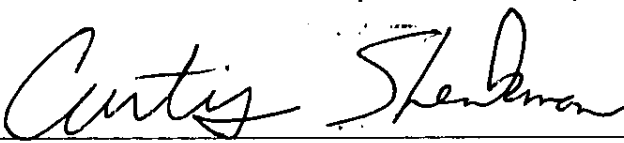
ARTICLE XV: REGISTERED AGENT

The Agent for service of process is Curtis Shenkman. The registered office for service of process is 11891 US Highway One, Suite 100, North Palm Beach, FL 33408.

EXECUTION OF THESE ARTICLES OF INCORPORATION:

The undersigned incorporator has executed these Articles of Incorporation this 13 day of February, 2009.

Signature of Incorporator:


Curtis Shenkman

DeSantis, Gaskill,

Smith & Shenkman, P.A.

11891 US Highway One, Suite 100

North Palm Beach, FL 33408

Curtis L. Shenkman, Esquire

FL Bar No. 0438911

561-622-2700

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the state of Florida:

1. The name of the corporation is:
2. The name and address of the registered agent and officer is:

BAD FROG, INC.

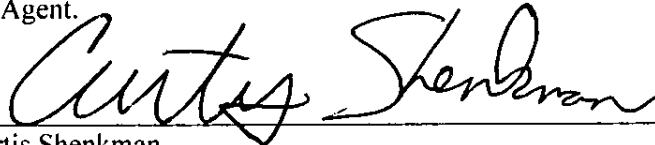
Curtis Shenkman
11891 US Highway One, Suite 100
North Palm Beach, FL 33408

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

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 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature of Registered Agent:



Curtis Shenkman

State Of FLORIDA

County Of PALM BEACH COUNTY

On February 13, 2009, Curtis Shenkman, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation.

(NOTARY SEAL)



Notary Public



DeSantis, Gaskill, -

Smith & Shenkman, P.A.

11891 US Highway One, Suite 100

North Palm Beach, FL 33408

Curtis L. Shenkman, Esquire

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