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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : GENTRY LOCKE RAKES & MOORE
Account Number : I20080000094
Phone : (540)983-9300
Fax Number : (540)983-9400

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DOMESTICATION

Andy Pilgrim Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$128.75

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COVER LETTER

**Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

SUBJECT: Andy Pilgrim Foundation, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ <u>78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status \$ 8.75

Brittney Hasenbeck, Paralegal
Name (printed or typed)

C/o Gentry Locke Rakes & Moore 10 Franklin Rd., SE Ste 800
Address

Roanoke, VA 24011
City, State & Zip

540-983-9326
Daytime Telephone Number

brittney_hasenbeck@gentrylocke.com
E-mail address: (to be used for future annual report notification)

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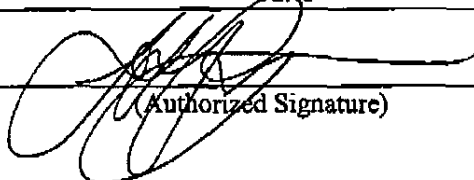
**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, Andy Pilgrim, President
(Name) (Title)
of Andy Pilgrim Foundation, Inc. a foreign Corporation
(Corporation Name)
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was September 19, 2008.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Andy Pilgrim Foundation, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Andy Pilgrim Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am President, of Andy Pilgrim Foundation, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 19th day of June, 2009.


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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 TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF ANDY PILGRIM FOUNDATION, INC.

I hereby form a nonstock corporation under the provisions of Chapter 617 of the Florida Statutes, and to that end set forth the following:

FIRST: The name of the corporation shall be ANDY PILGRIM FOUNDATION, INC.

SECOND: The Corporation is organized as a not-for-profit corporation exclusively for educational and charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code, including, but not limited to, the provision of skills, time, experience and energy of professional public speaker and race driver Andy Pilgrim to educate new/young street drivers.

THIRD: The Corporation shall not have any members.

FOURTH: The Corporation shall have and exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of the State of Florida. However, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any incorporator, trustee or director or officer of the Corporation or any private individual, except that the Corporation shall be authorized and empowered to make disbursements to appropriate individuals meeting any established criteria for academic scholarships and to pay reasonable compensation to any of the foregoing persons for goods sold or services rendered and to make payments and distributions in furtherance of the purpose of the Corporation.

FIFTH: The initial Board of Directors shall be comprised of one person appointed by the incorporator of the Corporation. Thereafter, the Board of Directors shall be elected by the incumbent directors at the annual meeting of the Board of Directors or at any special meeting held in lieu thereof in accordance with the provisions of the Corporation's Bylaws.

SIXTH: The initial Director and Officer of the Corporation shall be:

Andrew T. Pilgrim - Director, President/Secretary/Treasurer
600 NE Rossetti Lane
Boca Raton, FL 33487

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TALLAHASSEE, FLORIDA
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SEVENTH: In the event of dissolution of the Corporation, and after all liabilities of the Corporation have been paid, satisfied and discharged or adequate provisions made therefor, all remaining assets shall be distributed to one or more organizations that are organized and operated pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

EIGHTH: The initial Registered Agent and Street Address is as follows:

Andrew T. Pilgrim
600 NE Rossetti Lane
Boca Raton, FL 33487

NINTH: Any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or executive officer of the Corporation, or is or was so serving with respect to another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, shall be indemnified by the Corporation against liability, costs and expenses (including, but not limited to, reasonable attorneys' fees) to the full extent permitted by applicable law.

The Corporation may, but shall not be required to, indemnify any and all other officers, employees, or agents of the Corporation to the same extent as directors and executive officers.

TENTH: No director may be removed from office except for cause. For purposes of this Article, "cause" shall mean misfeasance, malfeasance, or gross incompetence of the director in question.

ELEVENTH: The corporation shall abide by the following provisions with respect to the Internal Revenue Code:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;

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(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

(e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

TWELFTH: The principal office and mailing address of the Corporation shall be:

600 NE Rossetti Lane
Boca Raton, FL 33487

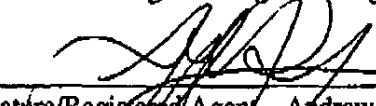
THIRTEENTH: The name and address of the Incorporator is:

Brooke C. Rosen, Esq.
Gentry Locke Rakes & Moore, LLP
10 Franklin Road, SE, Suite 800
Roanoke, Virginia 24011

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TALLAHASSEE, FLORIDA

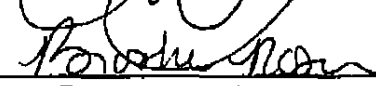
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent - Andrew T. Pilgrim

6-19-09
Date



Signature/Incorporator - Brooke C. Rosen, Esq.

6-24-09
Date