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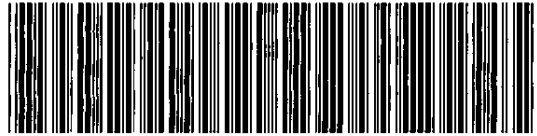
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Amended &  
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2010 FEB 12 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ASB  
2/15/10

**POTTER CLEMENT LOWRY & DUNCAN**  
**ATTORNEYS AT LAW**  
**308 EAST FIFTH AVENUE**  
**MOUNT DORA, FL 32757**

DEL G. POTTER, P.A.\*  
G. EDWARD CLEMENT, P.A.  
ARCHIE O. LOWRY, JR., P.A.  
BRUCE G. DUNCAN, P.A.  
JOSEPH N. ALEXANDER

PHONE: (352) 383-4186  
FAX: (352) 383-0087

\*Certified Circuit Mediator

February 10, 2010

**VIA UNITED PARCEL SERVICE**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Incorporation for WOUNDED WARRIOR OUTDOOR'S, INC.

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Incorporation for Wounded Warrior Outdoor's, Inc. together with our check in the amount of \$43.75 representing:

- |    |                |          |
|----|----------------|----------|
| 1. | Filing Fee     | \$ 35.00 |
| 2. | Certified Copy | \$ 8.75  |

Please file the original Articles and forward one certified copy to the undersigned. As always, thank you for your prompt assistance in regard to this filing. Should you have any questions, please do not hesitate to call me collect.

Very truly yours,



G. Edward Clement

GEC/djw  
Enclosures

**POTTER CLEMENT LOWRY & DUNCAN**  
**ATTORNEYS AT LAW**  
**308 EAST FIFTH AVENUE**  
**MOUNT DORA, FL 32757**

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BRUCE G. DUNCAN, P.A.  
JOSEPH N. ALEXANDER

PHONE: (352) 383-4186  
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\*Certified Circuit Mediator

February 16, 2010

**VIA UNITED PARCEL SERVICE**

**PERSONAL AND CONFIDENTIAL**

Annette Ramsey  
Secretary of State  
Division of Corporations – Amendment Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Incorporation for WOUNDED WARRIOR OUTDOORS, INC.

Dear Ms. Ramsey:

Pursuant to your telephone conversation with my assistant, Dollie, please find enclosed the original and one photocopy of the first page of the Amended and Restated Articles of Incorporation for Wounded Warrior Outdoors, Inc. incorporating the changes per your discussion. It is my understanding that you will substitute the enclosed page for the original page.

The email address for future notifications on behalf of Wounded Warrior Outdoors, Inc. is: [ron@woundedwarrioroutdoors.com](mailto:ron@woundedwarrioroutdoors.com).

I really appreciate all your efforts and assistance in this matter. Thank you.

Sincerely,



G. Edward Clement

GEC/djw  
Enclosures

FILED

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WOUNDED WARRIOR OUTDOOR'S, INC.,  
A FLORIDA NONPROFIT CORPORATION**

2010 FEB 12 AM 9:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as duly authorized and Chairman of the Board of Directors of Wounded Warrior Outdoor's, Inc. ("Corporation"), whose initial Articles of Incorporation were filed October 1, 2009 with the office of the Florida Department of State, Document Number N09000009558, hereby restates the Corporation's Articles of Incorporation by the following Restated Articles of Incorporation of the Corporation pursuant to the Section 617.1007, Florida Statutes, as follows:.

**ARTICLE I  
NAME OF CORPORATION, MAILING ADDRESS  
AND ADDRESS OF PRINCIPAL OFFICE**

The name of this Corporation shall be Wounded Warrior Outdoors, Inc. The mailing address of the Corporation is 1041 Crown Park Circle, Winter Garden, Florida 34787, and its principal office shall be located at 1041 Crown Park Circle, Winter Garden, Florida 34787.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 308 East Fifth Avenue, Mount Dora, Florida 32757, and the name of the initial registered agent for the Corporation shall be G. Edward Clement.

**ARTICLE III  
PURPOSES**

Section 1. The specific and primary purpose for which this Corporation is formed is for receiving contributions and supporting outdoor activities for wounded, ill or injured North American soldiers, and provide or promote related educational services, which may include making contributions to other charitable organizations that are exempt from federal income taxation under Section 501(1)(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Such support shall be provided by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes, all for the benefit of wounded, ill or injured North American soldiers, and to take and hold, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument

under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the Corporation's Board of Directors; and to exercise any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purposes for which this Corporation is organized are exclusively charitable purposes within the meaning of the Code or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this Corporation shall not carry on political propaganda or electioneering or any other activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditure as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

#### ARTICLE IV POWERS

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V  
NO MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VI  
TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII  
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this Corporation is as follows:

Ronald J. Raboud	1041 Crown Park Circle Winter Garden, Florida 34787
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ARTICLE VIII  
BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

C. Heywood Gordon	7309 Chesterhill Circle Mount Dora, Florida 32757-7071
Russell Goldberg	475 Montgomery Place Altamonte Springs, Florida 32714-3100
G. Edward Clement	528 Springcreek Drive Longwood, Florida 32779

ARTICLE IX  
DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When

appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

#### ARTICLE X BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

#### ARTICLE XI AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

#### ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

**IN WITNESS WHEREOF**, I, the undersigned, have executed this certificate and Restated Articles of Incorporation in accordance with the initial Articles of Incorporation, and Board of Directors Resolution adopted February 2, 2010 by a number of director votes cast

sufficient for approval of this Restated Articles of Incorporation. There are no members to this Corporation and, therefore, there are no members entitled to vote on this Amended and Restated Articles of Incorporation.

WOUNDED WARRIOR OUTDOORS, INC.,  
a Florida not for profit corporation

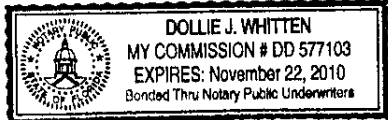
By: G. Edward Clement  
G. Edward Clement,  
Chairman of the Board of Directors

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 9th day of February, 2010, by G. Edward Clement, as Chairman of the Board of Directors of Wounded Warrior Outdoors, Inc., on behalf of the Corporation,

- ( X ) who is personally known to me & did not take an oath.  
( ) who has produced a Florida driver's license as identification and did take an oath stating he was indeed the person as set forth herein.

Dollie J. Whitten  
NOTARY PUBLIC  
STATE OF FLORIDA



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Wounded Warrior Outdoors, Inc. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.

G. Edward Clement  
G. EDWARD CLEMENT