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(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

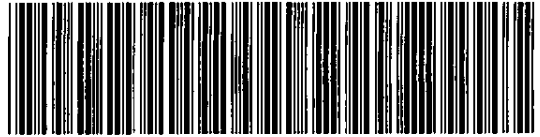
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2010 FEB 11 PM 4:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. Burch FEB 12 2010

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Skillz Entertainment, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Edward McEachron
Name (Printed or typed)

9953 Nob Hill Place
Address

Sunrise, FL 33351
City, State & Zip

754-235-6111
Daytime Telephone number

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

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 11, 2010

EDWARD MCEACHRON
9953 NOB HILL PLACE
SUNRISE, FL 33351

SUBJECT: SKILLZ ENTERTAINMENT, INC.
Ref. Number: W10000007105

We have received your document for SKILLZ ENTERTAINMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 210A00003551

**ARTICLES OF INCORPORATION
OF**

Skillz Entertainment, Inc.

The undersigned, for the purposes of incorporating and organizing a corporation in compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I - NAME

The name of the Corporation is Skillz Entertainment, Inc
with a principal location of: 9953 Nob Hill Place Sunrise FL 33351

ARTICLE II - PRINCIPAL CONTACT & PLACE OF ORGANIZATION

The name of its registered contact and the address of its registered office in the state of Florida are:

Registered Agent/Contact

Kevin Mc Eachron

Registered Office

9953 Nob Hill Place Sunrise, FL 33351

ARTICLE III - PURPOSE

The purpose of Skillz Entertainment, Inc is to engage in providing a safe entertainment and leisure dwelling for young teens. Skillz Entertainment, Inc is not formed for pecuniary or financial gain but as a service for providing a location for young teens who aspire to explore in the field of Liberal Arts (i.e. music, acting, performance).

ARTICLE IV - OFFICER ELECTION

1. The officers of Skillz Entertainment, Inc shall consist of a President, Vice President, Secretary, and Treasurer.
2. Officers shall be elected annually by vote of the Director of the Corporation on the first non-legal holiday, Monday of the anniversary month of the Incorporation of Skillz Entertainment. If in any situation there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.
3. Officers shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one year and until the election and qualification of their successors.
4. A person shall not be eligible to serve more than two consecutive terms in the same office unless approved in advance by the Board of Directors.
5. There will be a nominating committee composed of three members, one of whom shall be selected by the Board of Directors from its body, and two of whom shall be elected by Skillz Entertainment at a regular meeting at least one month prior to the election. The person receiving the highest number of votes cast is the Directors of the Corporation shall serve as Chairperson.
6. The nomination committee shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting one month before the election at which time additional nominations may be made from the governing floor.
7. Only those persons who have signified their consent to serve if elected shall be nominated for elected to such office.
8. Vacancy Clause: A vacancy occurring in any office shall be filled for the unexpired term by a person elected by majority vote of the remaining members of the executive committee, notice of such election having been given. Incase a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

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TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR

The name and mailing address of the incorporator of the Corporation is:

Keith S. Roberts	8950 NW 45 th Ct., Coral Springs, FL 33075
Kevin McEachron	9953 Nob Hill Place, Sunrise FL 33351

ARTICLE VI - INITIAL CHAIR PERSONS & BOARD MEMBERS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation unless an amendment is made to continue the initial positions as given below. The initial board of directors shall consist of five (5) members who shall serve until the first annual meeting of corporate members and the election and qualification of the successors. The name and address of the person who shall serve as the initial director is:

Position	Name	Address
Chair Person:	Irma Denise Roberts	8950 NW 45 th Ct Coral Springs, FL 33065
Vice Chair:	Amos Bonner	10380 NW 42 nd Drive Coral Springs, FL 33065
Board Member:	Dr. Nelson Santiago	8950 NW 45 th Ct Coral Springs, FL 33065
Board Member:	Mark Barbee	1426 Loring Ave Brooklyn, NY 11203
Board Member:	Colin McDonald	11821 NW 36 th Place Sunrise, FL 33351

Except with respect to the initial board of directors, the number of directors constituting the board of directors shall be determined in the manner specified in the Bylaws. In the absence of such a provision in the Bylaws, the board shall consist of the number of directors constituting the initial board of directors.

ARTICLE VII - BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation, subject to the power of the Governing Board of the Corporation to alter or repeal and bylaw made by the Board of Directors. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its Governing Board for monetary damages for conduct as a director or for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Florida as the same exists or may hereafter be amended. Any amendment, repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such amendment, repeal or modification.

ARTICLE IX - AMENDMENTS

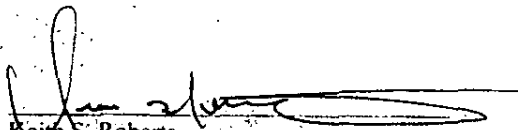
The Skillz Entertainment, Inc. reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner now or hereafter prescribed by statute, and all rights, preferences and privileges of whatsoever nature conferred upon the Governing Board, directors

or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article IX.

ARTICLE X - CUMULATIVE VOTING

Board members entitled to vote at any election of directors are entitled to cumulate votes by multiplying the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator(s) hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, does make this Certificate, hereby declaring and certifying that this is his/her act and deed and the facts herein stated are true, and, accordingly, have hereunto set his/her hand this 22 day of December, 2009.


Kevin S. Roberts
Incorporator


Kevin McEachron
Incorporator Registered Agent

SECRETARY OF STATE
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