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FLORIDA PROFIT/NON PROFIT CORPORATION  
Paddle Florida, Inc.

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**ARTICLES OF INCORPORATION  
OF  
Paddle Florida, Inc.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I.  
NAME OF CORPORATION**

The name of the corporation (the "Corporation") is:

Paddle Florida, Inc.

**ARTICLE II.  
ADDRESS**

The initial principal office or mailing address of the Corporation is:

1710 SW 35th Place  
Unit C  
Gainesville, Florida 32608

**ARTICLE III.  
TRADEMARK**

The owner of the trademark Paddle Florida...And Go With The Flow is owned by one of the directors of Paddle Florida, Inc. and it is the intention of the owner to assign the trademark to Paddle Florida, Inc. upon formation.

**ARTICLE IV.  
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

James R. Nici, Esq.  
c/o Cox & Nici  
1185 Immokalee Road, Suite 110  
Naples, Florida 34110

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**ARTICLE V.  
INCORPORATOR**

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

James R. Nici, Esq.  
c/o Cox & Nici  
1185 Immokalee Road, Suite 110  
Naples, Florida 34110

**ARTICLE VI.  
PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation is formed for the purposes of supporting and promoting nature-based tourism in general and paddling in particular, water conservation, wildlife preservation, and protection of the rivers, streams and waterways in the State of Florida.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

**ARTICLE VII.  
REQUIREMENTS & PROHIBITIONS**

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. 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.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles.

4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.

5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

#### **ARTICLE VIII. DIRECTORS AND MEMBERS**

There will be no members in the Corporation. The number of directors on the Board shall be not less than three (3) persons. Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of directors must be approved by a majority of the entire Board. No decrease in number of directors shall shorten the term of any incumbent director. Each director shall be elected by a majority vote of the Board.

The name and address of the person(s) to serve as director of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Lars Anderson, Director  
18238 N. US Hwy 441  
High Springs, FL 32643

Laura Hallam, Director  
20420 NE 132<sup>nd</sup> Avenue  
Waldo, FL 32694

Nicole Kortus, Director  
1156 NW 18<sup>th</sup> Terrace  
Gainesville, FL 32605

Jill Lingard, Director  
6417 NW 53<sup>rd</sup> Terrace  
Gainesville, FL 32653

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Bill Richards  
1710 SW 35<sup>th</sup> Place - Unit C  
Gainesville, Florida 32608

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TALLAHASSEE, FLORIDA

**ARTICLE IX.  
INDEMNIFICATION**

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

**ARTICLE X.  
AMENDMENT**

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization that is exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE XI.  
DISSOLUTION**

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act has executed these Articles of Incorporation this 17 day of January, 2011.

By: 

James K. Nici

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE FLORIDA


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 OF DESIGNATION OF  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Paddle Florida, Inc.
2. The name and address of the registered agent and office is:

James R. Nici, Esq.  
c/o Cox & Nici  
1185 Immokalee Road, Suite 110  
Naples, Florida 34110

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 17, 2011

By:   
James R. Nici  
Initial Registered Agent