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FLORIDA PROFIT/NON PROFIT CORPORATION

Classroom Champions, Inc.

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**ARTICLES OF INCORPORATION
OF
CLASSROOM CHAMPIONS, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, desiring to form a corporation not-for-profit under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is Classroom Champions, Inc. (the "Corporation").

ARTICLE II

Principal Office or Mailing Address

The principal office of the Corporation is located at 4219 Pine Needle Lane, Jacksonville, Florida 32210, and its mailing address is 4219 Pine Needle Lane, Jacksonville, Florida 32210.

ARTICLE III

Purposes

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to connect students with Olympic and other professional athletes and similar role models who will teach the students about hard work, goal setting, and perseverance.

ARTICLE IV

Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

Prepared by:
Driver, McAfee, Peck & Hawthorne, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

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(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided, however, 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; and

(c) No substantial 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 the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V
Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

(b) The Corporation shall have five Directors initially. The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three. The Directors, other than the initial Directors, shall be elected and shall serve terms as provided in the Bylaws.

(c) The names of the initial members of the Board of Directors who shall serve until their successors are duly elected are as follows:

Steven M. Mesler

Leigh M. Parise

Peter T. Shanley

Joel Feldman

Edward Zylka

ARTICLE VI
Officers

The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is One Enterprise Center, 225 Water Street, Suite 1500, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is Katie Dearing.

ARTICLE VIII
Incorporator

The name and street address of the subscriber to these Articles are:

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<u>Name</u>	<u>Address</u>
Steven M. Mesler	4219 Pine Needle Lane, Jacksonville, FL 32210

ARTICLE IX

Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE X

Members

The Corporation shall have no members.

ARTICLE XI

Bylaws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose.

(c) Notwithstanding the foregoing paragraphs (a) and (b), if any provision of the Bylaws requires the vote, approval, or consent of more than a majority of the Board of Directors, such provision may be enacted, amended, altered or rescinded only by the unanimous vote of the Board of Directors.

ARTICLE XII

Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by the unanimous vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIII

Corporate Liquidation and Dissolution

Upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Articles, including a distribution to a government entity or an organization exempt from federal income tax under Code Section 501(c)(3). In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made

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to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

ARTICLE XIV
Indemnification

The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 28th day of March, 2011, for the purpose of incorporating as a corporation not-for profit under the laws of the State of Florida.



Steven M. Mesler

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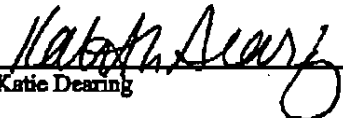
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In accordance with the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act:

That Classroom Champions, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at 4219 Pine Needle Lane, Jacksonville, Florida 32210, has named Katie Dearing located at One Enterprise Center, 225 Water Street, Suite 1500, Jacksonville, Florida 32202, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I am familiar with and hereby accept to act in this capacity, and agree to comply with the provision of Florida law relative to keeping said office.


Katie Dearing

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