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**FLORIDA PROFIT/NON PROFIT CORPORATION
Upper Keys Foundation, Inc.**

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ARTICLES OF INCORPORATION
OF
UPPER KEYS FOUNDATION, INC.

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

- (a) The name of the corporation shall be UPPER KEYS FOUNDATION, INC.
- (b) The principal office and mailing address of the corporation shall be 89240 Overseas Highway, #6, Tavernier, Florida 33036.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence.

ARTICLE III

Purposes; Restrictions

- (a) Subject to the restrictions set forth in paragraph (b), the purposes for which the corporation is organized are to promote the holistic education of Upper Keys' student-athletes by providing funding for educators/coaches, equipment, athletic events, clinics and workshops, while assisting with other educational and athletic needs and to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific, literary and educational purposes, either directly or by

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contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, affecting one or more of its purposes).

(2) No member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(3) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

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(6) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(10) Despite any other provision of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE IV

Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

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ARTICLE V

Directors

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

- (1) Richard C. Russell
52 Russell Lane North
Islamorada, Florida 33036
- (2) Barnaby Rich
212 Preston Street
Islamorada, Florida 33036
- (3) James Mooney
150 Ted Williams Way
Islamorada, Florida 33036
- (4) Paul S. Grewe
167 Coconut Row
Tavernier, Florida 33070
- (5) Randall Baad
89240 Overseas Highway, #6
Tavernier, Florida 33070

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(c) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

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ARTICLE VI

Bylaws

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE VII

Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE VIII

Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

ARTICLE IX

Registered Office and Registered Agent

- (a) The street address of the corporation's initial registered office is 501 East Kennedy Boulevard., Suite 1700, Tampa, Florida 33602.
- (b) The name of the corporation's initial registered agent at that address is Mitchell I. Horowitz.

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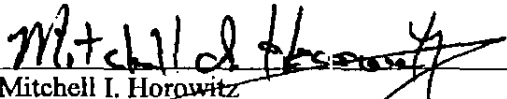
ARTICLE X

Incorporator

The name and address of the incorporator of the corporation is as follows:

Mitchell I. Horowitz
501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on July 22,
2011.

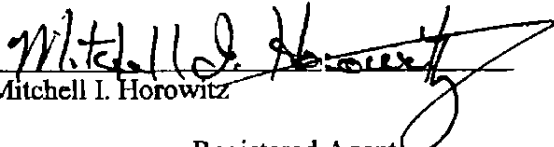

Mitchell I. Horowitz

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CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0503, Florida Statutes.


Mitchell I. Horowitz
Registered Agent

Date: July 22, 2011

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