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FLORIDA PROFIT/NON PROFIT CORPORATION  
A.C.E. PAY IT FORWARD FOUNDATION, INC.

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**ARTICLES OF INCORPORATION  
OF  
A.C.E. PAY IT FORWARD  
FOUNDATION, INC.,  
a Florida corporation not for Profit**

The undersigned, acting as incorporator of A.C.E. PAY IT FORWARD FOUNDATION, INC., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is A.C.E. Pay It Forward Foundation, Inc., (hereinafter referred to as the "Corporation"), a Florida corporation not for profit.

**ARTICLE II**

**TERM**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III**

**INCORPORATION**

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

John H. Iannucci  
894 Beaver Grade Rd.  
Suite 100  
Moon Township, PA 15108

**ARTICLE IV**

**PURPOSE**

(a) The Corporation is organized and shall be operated exclusively for charitable, and community purposes, within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

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(b) Included among the charitable, and community purposes for which the Corporation is organized and operated exclusively, as qualified and limited by other provisions of these Articles of Incorporation, are the following:

The Corporation's purpose is to primarily help individuals achieve their goals by providing assistance and programs. The Corporation encourages its members to place an emphasis on assisting those who are disadvantaged, at risk, or undeserved by providing financial, medical, educational, nutritional, and emotional support. Children and young adults are encouraged to learn honesty, integrity, good sportsmanship, leadership and responsibility skills, healthy eating, exercise, and other important life skills.

The Corporation will support disadvantaged families through free sports clinics, health screenings, including breast cancer screenings, nutritional seminars, free back-to-school supplies, self-esteem and anti-bullying clinics, holiday dinners and gifts programs for children.

Charitable activities will include fund raising through events, grants, public and institutional support through corporate sponsorships.

## ARTICLE V

### ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

## ARTICLE VI

### DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The assets of the Corporation shall be permanently and exclusively dedicated to charitable, or community purposes within the meaning of Section 501(c)(3) of the Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to organizations then in existence at such time that qualify as exempt organizations under Section 501(c)(3). Any

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such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, such Court to be one which has competent jurisdiction over both the Corporation and the assets to be disposed of, exclusively for the charitable, or community purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be no less than three (3) nor more than ten (10). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Christopher Dunham	894 Beaver Grade Rd. Suite 401 Moon Township, PA 15108
John H. Iannucci	894 Beaver Grade Road Suite 100 Moon Township, PA 15108
James W. Noah, Jr.	894 Beaver Grade Rd. Suite 401 Moon Township, PA 15108

## ARTICLE VIII

### OFFICERS

The names and addresses of the initial officers are as follows:

<u>Name</u>	<u>Address</u>
Christopher Dunham (President)	894 Beaver Grade Rd. Suite 401 Moon Township, PA 15108
John H. Iannucci (Secretary)	894 Beaver Grade Road Suite 100

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Moon Township, PA 15108

**ARTICLE IX****INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

**ARTICLE X****MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

**ARTICLE XI****BYLAWS**

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Corporation.

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**ARTICLE XII**

**AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

**ARTICLE XIII**

**INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this Corporation is Ronald R. Fieldstone, Esq., c/o Arnstein & Lehr LLP, 200 South Biscayne Boulevard, Suite 3600, Miami, FL 33131.

**ARTICLE XIV**

**PRINCIPAL OFFICE ADDRESS**

The initial principal office of the corporation shall be located at c/o Arnstein & Lehr LLP, 200 South Biscayne Boulevard, Suite 3600, Miami, Florida 33131.

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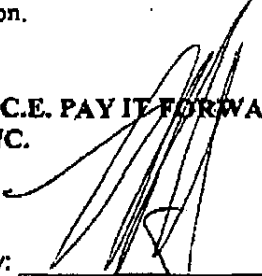
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IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 1st day of March, 2012, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

  
John H. Iannucci  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for A.C.E. Pay It Forward Foundation, Inc., in the foregoing Articles of Incorporation, I, on behalf of A.C.E. Pay It Forward Foundation, Inc., a Florida not-for-profit corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

  
A.C.E. PAY IT FORWARD FOUNDATION,  
INC.

By: \_\_\_\_\_  
Ronald R. Fieldstone, Esq.

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