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FLORIDA PROFIT/NON PROFIT CORPORATION  
DOLPHINS CYCLING CHALLENGE, INC.

|                       |         |
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**ARTICLES OF INCORPORATION  
OF  
DOLPHINS CYCLING CHALLENGE, INC.**

**(Under the Florida Not For Profit Corporation Act)**

**ARTICLE I  
NAME**

The name of the corporation is DOLPHINS CYCLING CHALLENGE, INC. (the "Corporation").

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, or educational, or the prevention of cruelty to children or animals, 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 Code (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Code.

**ARTICLE IV  
DIRECTORS**

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The number of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner and method of election of directors shall be as specified in the bylaws of the Corporation.

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The names and addresses of the initial members of the Board of Directors are as follows:

Michael T. Dee  
c/o Miami Dolphins, Ltd.  
347 Don Shula Drive  
Miami Gardens, Florida 33056

George A. Pincus  
c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
200 East Las Olas Blvd., PHA  
Fort Lauderdale, Florida 33301

Stuart Miller  
700 NW 107<sup>th</sup> Avenue, Suite 400  
Miami, Florida 33127

Matt Allen  
315 S. Biscayne Blvd., #200  
Miami, Florida 33131

Jeffrey Peck  
13850 NW 105<sup>th</sup> Avenue  
Miami, Florida 33018

Richard Berkowitz  
c/o Berkowitz Dick Pollack & Brant  
200 S. Biscayne Blvd., Sixth Floor  
Miami, Florida 33131

**ARTICLE V**  
**DISTRIBUTION AND COMPENSATION**

No part of the assets, income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, 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 Article III hereof. No part of the assets, income or net earnings of the Corporation shall be used other than for the objects and purposes of the Corporation as set forth herein.

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 or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt

from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Article III hereof.

#### **ARTICLE VI** **DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes set forth in Article III hereof (including distributing them to such organization or organizations organized and operated exclusively for the purposes set forth in Article VI hereof as shall, at the time, qualify as an organization or organizations exempt from Federal income taxation under Section 501(c)(3) of the Code).

#### **ARTICLE VII** **INCORPORATOR**

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

Michael T. Dec  
c/o Miami Dolphins, Ltd.  
347 Don Shula Drive  
Miami Gardens, Florida 33056

#### **ARTICLE VIII** **BYLAWS**

Subject to the limitations contained in the bylaws, and any limitation set forth in the Florida Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the Corporation, bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by the procedure set forth therefor in the bylaws.

**ARTICLE IX  
REGISTERED AGENT**

The name of the Corporation's registered agent and the address of its registered office shall be:

George A. Pincus  
c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
200 East Las Olas Blvd., PHA  
Fort Lauderdale, Florida 33301

**ARTICLE X  
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 347 Don Shula Drive, Miami Gardens, Florida 33056.

**ARTICLE XI  
BEGINNING OF CORPORATE EXISTENCE**

The corporate existence of the Corporation shall begin upon the filing of these Articles of Incorporation.

The undersigned, being the Sole Incorporator of the Corporation, for the purpose of forming this not-for-profit corporation under the laws of Chapter 617 of the Florida Statutes of the State of Florida, has executed these Articles of Incorporation on this 13 day of March, 2012.

  
Mike T. Ess, Incorporator

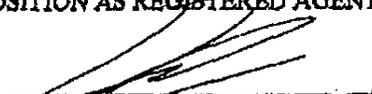
**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is DOLPHINS CYCLING CHALLENGE, INC.
2. The name and address of the registered agent and office is:

George A. Pincus  
 c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
 200 East Las Olas Blvd., PHA  
 Fort Lauderdale, Florida 33301

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
 \_\_\_\_\_  
 George A. Pincus

Date: 3/12, 2012

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