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FLORIDA PROFIT/NON PROFIT CORPORATION  
DREW GOODEN FOUNDATION INC.

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**ARTICLES OF INCORPORATION  
OF  
DREW GOODEN FOUNDATION INC.**

The undersigned, acting as Incorporator of **DREW GOODEN FOUNDATION INC.**, a Florida Not for Profit corporation (the "Corporation"), in compliance with Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I. NAME**

The name of the corporation shall be: **Drew Gooden Foundation Inc.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business of the Corporation is: **8020 Firenze Blvd, Orlando FL 32836.**  
The mailing address of the Corporation is: **2250 Douglas Blvd, Suite 160 Roseville CA 95661.**

**ARTICLE III. PURPOSE(S)**

The purpose for which the corporation is organized is exclusively to engage in activities and events for the benefit of raising funds related to charitable endeavors under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV. MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the Bylaws.

**ARTICLE V. INITIAL DIRECTORS AND OFFICERS**

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

**Andrew M. Gooden III – Director, President, Secretary and Treasurer**  
**Address: 8020 Firenze Blvd., Orlando, FL 32836**

**Maurice Braxton – Director**  
**Address: 600 S. Spring Street #215, Los Angeles, CA 90014**

**Melissa LaCorte - Director**  
**Address: 156 Limestone Drive, Vallejo, CA 94589**

**ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

**NRAI Services, Inc.**  
**515 East Park Avenue**  
**Tallahassee, FL 32301**

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**ARTICLE VII. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation:

Timothy A. Crass  
c/o Akerman Senterfitt  
30 North Laura Street, Suite 3100  
Jacksonville, Florida 32202

**ARTICLE VIII. CHARITABLE ORGANIZATIONS PROVISIONS**

Notwithstanding any powers granted to the Corporation by its Articles of Incorporation, Bylaws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively to engage in activities and events for the benefit of raising funds related to charitable endeavors, *including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code")*.

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day June, 2012.

  
Timothy A. Crass,  
Incorporator

(24)5550;1)

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Drew Gooden Foundation Inc. 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.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 8th day of June, 2012.

NRAI Services, Inc., Registered Agent

By   
Name: Michele Holden  
Title: Asst. Secretary

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