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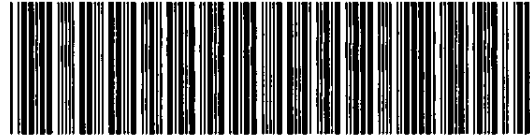
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
1/17/13

**Albert Wayne Gill**  
**1625 S. Congress Avenue, Suite 300**  
**Delray Beach, Florida 33445**  
**561-843-0830 (Tel)**  
**561-939-6593 (Fax)**

January 14, 2013

Florida Department of State  
Divisions of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314


**Re: Skillz Basketball Academy, Inc.**

Dear Division of Corporations:

Enclosed please find original Articles of Incorporation for the Florida Non-profit Corporation named above; one copy for date stamping and return, and a check in the sum of \$87.50 for obtaining a Certified Copy and Certificate of Status. Please file the Articles of Incorporation and return the proper copies to my attention at the address listed herein.

Do not hesitate to contact me with any questions or comments.

Sincerely yours,



Albert Wayne Gill  
Incorporator

**ARTICLES OF INCORPORATION  
OF  
SKILLZ BASKETBALL ACADEMY, INC.  
A Florida Non-Profit Corporation**

**FILED**  
**13 JAN 16 PM 2:25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as an incorporator pursuant to the Florida Statutes hereby executes and files the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name of this corporation is: **SKILLZ BASKETBALL ACADEMY, INC.**

**ARTICLE II**

**Duration**

The corporation shall have a perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State – Division of Corporations.

**ARTICLE III**

**Principal Office**

The Principal Office of the corporation shall be located at: 6890 Town Harbour Blvd; Apt #2923, Boca Raton, Florida 33433.

**ARTICLE IV**

**Purpose**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE V**

### **Powers**

The corporation shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article IV which are consistent with the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VI**

### **Limitations**

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article IV.

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE VII**

### **Initial Registered Agent and Office**

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

**Albert Wayne Gill, Esq.,  
1625 S. Congress Avenue, Suite 300,  
Delray Beach, Florida 33445.**

## **ARTICLE VIII**

### **Board of Directors**

The management of the corporation shall be vested in a Board of Directors. The corporation shall have five (5) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws of the corporation, but in no event shall be less than three (3) directors. The method of election of directors shall be stated in the Bylaws of the corporation.

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

Cardero Nwoji: 6890 Town Harbour Blvd., Apt. #2923, Boca Raton, Florida 33433;

Henry Rogers: 6890 Town Harbour Blvd., Apt. #2923, Boca Raton, Florida 33433;

Rohan Harrison: 22600 Middletown Drive, Boca Raton, Florida 33428;

Carlton Campbell: 200 Northwest Douglas Road, Pembroke Pines, Florida 33024;

Albert Wayne Gill: 1625 S. Congress Avenue, #300, Delray Beach, Florida 33445.

## **ARTICLE IX**

### **Officers**

**The officers who shall be elected at the Annual Meeting each year to serve for the ensuing year shall manage the business affairs of the corporation. The officers of the corporation shall serve until respective successors to the office shall be elected and duly qualified.**

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

Cardero Nwoji: 6890 Town Harbour Blvd., Apt. #2923, Boca Raton, FL 33433:  
**President;**

Rohan Harrison: 22600 Middletown Drive, Boca Raton, Florida 33428: **Treasurer;**

Albert Wayne Gill: 1625 S. Congress Avenue, #300, Delray Beach, Florida 33445 –  
**Secretary.**

## ARTICLE X

### Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the bylaws of this corporation.

## ARTICLE XI

### Dissolution

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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13 JUN 16 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE XII

### Incorporator


The name and address of the incorporator are:

**A. Wayne Gill, Esq.: 1625 S. Congress Avenue, Suite 300, Delray Beach, FL 33445.**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: January 14, 2013

INCORPORATOR:


  
\_\_\_\_\_  
ALBERT WAYNE GILL, ESQ.

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

In compliance with the laws of Florida, the following is submitted:

First, that SKILLZ BASKETBALL ACADEMY, INC., desiring to organize and qualify under the laws of the State of Florida, has named Albert Wayne Gill, Esq., located at 1625 S. Congress Avenue, #300, Delray Beach, FL 33445 as its Registered Agent to accept service of process within the State of Florida.


DATED: January 14, 2013

  
ALBERT WAYNE GILL, ESQ.

**FILED**  
13 JAN 16 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named the statutory agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and I further agree to comply with the provisions of Florida law relative to keeping the registered office open and I accept the obligations outlined in all Florida statutes relative to the proper performance of my duties.

DATED: January 14, 2013

  
ALBERT WAYNE GILL, ESQ.