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1/28/14

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: USPA Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Francis X. J. Lynch, Esq.
Name (Printed or typed)

1209 North Olive Avenue
Address

West Palm Beach, FL 33401
City, State & Zip

(561) 721-4004
Daytime Telephone number

flynch@blesmlaw.com
E-mail address: (to be used for future annual report notification)

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DIVISION OF CORPORATIONS
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS

Article I Name

USPA FOUNDATION, INC. (the "Company")

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Article II Principal Office

1209 North Olive Avenue
West Palm Beach, FL 33401

Article III Purpose

The purpose for which the Corporation is organized is:

- A. Exclusively for charitable, religious, educational and/or scientific purposes or to foster national or international sports competition under Section 501(c)(3) of the Internal Revenue Code.
- B. No part of the net earnings of the Company shall inure to the benefit of, or be distributed to its members, managers, trustees, officers or other private persons, except that the Company 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 this Article. No substantial part of the activities of the company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Company shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by the organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C. In the event of a dissolution of the Company, the net assets thereof, after payment or other provision is made for any and all indebtedness and other liabilities of the company, shall be delivered and paid over to U.S. Sailing for the benefit of the U.S. Sailing Team, provided same is a Section 501(c)(3) organization and if not to an organization selected by the then Board of Directors which qualifies as an Exempt Organization under Section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV Notice of Nondiscriminatory Policy as to Students

The Company admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to its students. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

Article V Directors

At all times there shall be not less than three (3) directors of the Company. The number of directors in excess of three (3) and method of their election is set forth in the Bylaws.

Article VI Initial Directors

The initial Directors are:

Gilbert Webb
6876 West Bay Forest Road
Empire, MI 49630

Peter G. Smith
P.O. Box 538
Tybee Island, GA 31328

John Ormiston
190 Pemaquid Trail
New Harbor, ME 04554

Article VII Initial Registered Agent and Street Address

The name and Florida street address of the registered agent:

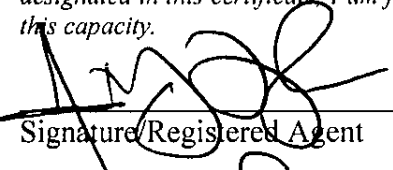
Francis X. J. Lynch
1209 North Olive Avenue
West Palm Beach, FL 33401

Article VIII Incorporator

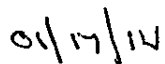
The name and address of the Incorporator is:

Francis X. J. Lynch
1209 North Olive Avenue
West Palm Beach, FL 33401

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



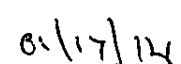
Signature/Registered Agent



Date



Signature/Incorporator



Date

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