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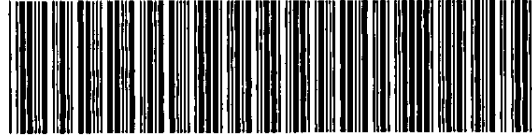
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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1/4

COVER LETTER

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

SUBJECT: Wayne Player 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: Michael Berger, Esq.
Name (Printed or typed)

6400 N. Andrews Ave., Suite 370
Address

Fort Lauderdale, FL 33309
City, State & Zip

954-772-0127
Daytime Telephone number

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

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

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AND
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Articles of Incorporation
of Wayne Player Foundation Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following are the articles of incorporation of the Wayne Player Foundation Inc.

Article I
Name

The name of the Corporation is the Wayne Player Foundation Inc. (the "Corporation").

Article II
Exempt Status

The Corporation is formed to attract substantial support from contributions, directly or indirectly, from the general public and a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its members, directors, advisors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles, 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 Internal Revenue Code of 1986, as amended, (the "Code"), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

All references in these Articles to Sections of the Code shall be deemed to include reference to any corresponding provisions of any future United States Internal Revenue Laws.

Article III
Purpose

The Corporation is formed for charitable purposes within the meaning of Section 501(c)(3) of the Code to be a public charity which raises funds for: (i) medical research for diabetes; (ii) education and awareness programs for diabetes and diabetes prevention; and (iii) any and all related public and charitable purposes; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the exempt purposes of the corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of this Corporation, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Statutes or any amended or successor provisions thereto.

Article IV
Duration/Effective Date

The Corporation shall have a perpetual existence, which shall commence when the Articles become effective. The Articles shall be effective on January 1, 2015.

Article V
Principal Office/Mailing Address

The initial principal office and mailing address of the Corporation is:

Wayne Player Foundation Inc.
C/o Carpenter & Berger, PL
6400 N. Andrews Avenue, Suite 370
Fort Lauderdale, FL 33309

The principal office of the Corporation and the Corporation's mailing address may be changed by a majority vote of the directors as provided in the Corporation's By-laws.

Article VI
Members

The qualifications for membership, if any, in the Corporation and the manner of admission of members, if any, shall be as regulated by the By-laws of the Corporation.

Article VII
Registered Agent

The initial registered agent of the Corporation is Michael Berger, Esq., whose current address is located at:

Carpenter & Berger, PL
6400 N. Andrews Avenue
Suite 370
Ft. Lauderdale, FL 33309

The registered agent of the Corporation may be changed by a majority vote of the directors as provided in the Corporation's By-laws.

Article VIII
Board of Directors

The Board of Directors of the Corporation shall consist of three (3) directors , or such higher number as may be determined by the Board of Directors, who shall be elected in the manner provided for in the Corporation's By-laws. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors.

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

<u>Name</u>	<u>Address</u>
Dennis PUNCHES	C/o Carpenter & Berger Attn: Michael Berger 6400 N. Andrews Avenue, Suite 370 Fort Lauderdale, FL 33309
David Lukas	C/o Carpenter & Berger Attn: Michael Berger 6400 N. Andrews Avenue, Suite 370 Fort Lauderdale, FL 33309
Rafael Roca	C/o Carpenter & Berger Attn: Michael Berger 6400 N. Andrews Avenue, Suite 370 Fort Lauderdale, FL 33309

Article IX
Officers

The Corporation shall have a President, Vice-President, Treasurer and Secretary and may have any other officer authorized by the Corporation's By-laws. The powers and obligations of each officer of the Corporation as well as the manner in which any officer may be removed or replaced, shall be as specified in the By-laws.

The names, title(s) and addresses of the initial officers are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Wayne Player	President, Secretary and Treasurer	144 Gulfstream Drive Tequesta, FL 33469
Shervon Player	Vice-President	144 Gulfstream Drive Tequesta, FL 33469

Article X
Income and Distribution

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, advisor or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, advisor or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all just debts and necessary expenses of dissolution, be distributed to such organizations

which provide services similar to that of this Corporation and which shall qualify under Section 501(c)(3) of the Code.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

Article XI Indemnification

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or her or incurred by him or her (including any costs and attorneys' fees incurred seeking indemnification hereunder) in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil, administrative or criminal suit, action or proceeding may be paid (and in the case of members, directors, advisors and employees of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each member, director, advisor, officer, and employee of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidate and to the fullest extent permitted by law.

Article XII
Liabilities For Debts

No member (if any), director, officer or employee of the Corporation shall be liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, directors, officers or employees be subject to the payment of the debts or obligations of the Corporation.

Article XIII
Amendment

These Articles may be amended by a majority vote of the directors as provided in the Corporation's By-laws or as otherwise authorized by applicable law.

Article XIV
Incorporator

The name and address of the Incorporator is:

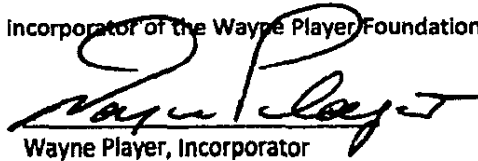
Wayne Player
144 Gulfstream Drive
Tequesta, FL 33469

Execution By Incorporator

In accordance with applicable Florida law, the incorporator of the Wayne Player Foundation Inc. is Wayne Player, whose signature appears below.

Date: 12-04-2014.

Witness: Harold Smith


Wayne Player, Incorporator

APPROVED
AND
FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

14 DEC -8 PM 1:52


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 617.0501 and 617.0502 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the Corporation is the Wayne Player Foundation Inc.
2. The name and address of the registered agent and office is:

Michael Berger, Esq.
Carpenter & Berger, PL
6400 N. Andrews Avenue
Suite 370
Ft. Lauderdale, FL 33309

Having been named as registered agent and to accept service of process for the above-stated not-for-profit 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 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 as provided in Chapter 617 of the Florida Not For Profit Corporation Act.


Michael Berger, Esq.

Signed on this 5th day of December, 2014.