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FLORIDA PROFIT/NON PROFIT CORPORATION

The Shoelace Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
THE SHOELACE FOUNDATION, INC.

A Florida Not for Profit Corporation

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the provisions of Section 617.0202, Florida Statutes, with an effective filing date of February 11, 2015.

ARTICLE I
Name and Address

- (a) The name of the corporation shall be THE SHOELACE FOUNDATION, INC.
- (b) The principal office of the corporation shall be 50 North Laura Street, Suite 2850 Jacksonville, Florida 32202, and the mailing address of the corporation shall be P. Box 551029, Jacksonville, Florida 32255.

ARTICLE II
Term of Existence

This corporation shall begin existence on February 11, 2015, and shall have perpetual existence.

ARTICLE III
Purposes; Restrictions

This nonprofit corporation is organized is for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any subsequent Federal tax laws, including, but not limited to the following: (i) empowering underprivileged youth to become productive members of society; (ii) educating and culturing children of deserving households by promoting academic excellence, physical and emotional well-being and social development; and (iii) creating and operating such programs and facilities as may be necessary to fulfill the corporation's charitable purposes.

ARTICLE IV
Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE V

Directors

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

(b) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

ARTICLE VI

Bylaws

The initial bylaws of the corporation shall be adopted by the directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE VII

Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE VIII

Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

ARTICLE IX

Registered Office and Registered Agent

(a) The street address of the corporation's initial registered office is 50 North Laura Street, Suite 2850, Jacksonville, Florida 32202.

(b) The name of the corporation's initial registered agent at that address is Nelson Mullins Riley & Scarborough, L.L.P., Attn: J. Phillip Gibbs.


ARTICLE X
Incorporator

The name and address of the incorporator of the corporation is as follows:

J. Phillip Gibbs
Nelson Mullins Riley & Scarborough LLP
50 North Laura Street, Suite 2850
Jacksonville, FL 32202

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 11th day of February, 2015.

NELSON MULLINS RILEY & SCARBOROUGH
L.L.P.

By  _____
J. Phillip Gibbs
Authorized Representative

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

CERTIFICATE OF ACCEPTANCE

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

**NELSON MULLINS RILEY
& SCARBOROUGH, L.L.P.**

By  _____

**J. Phillip Gibbs
Authorized Representative**

February 11, 2015