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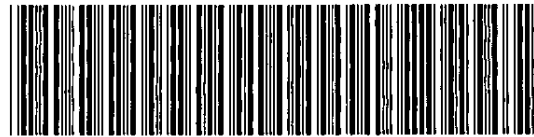
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G. Philip J. Zies, PLLC  
997 S. Wickham Road, Suite 2  
West Melbourne, FL 32904  
(321) 610-3707  
[philip@zieslaw.com](mailto:philip@zieslaw.com)

June 18, 2015

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

RE: Articles of Incorporation for Scorp Strong Foundation, Inc.

Dear Madam or Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for Scorp Strong Foundation, Inc. Also enclosed please find our Check #1005 in the amount of \$70.00 for the filing fee. Please process the Articles of Incorporation at your earliest convenience. You may use my contact information above for future annual report notifications.

Respectfully,

G. Philip J. Zies, PLLC

A handwritten signature in black ink, appearing to be 'G. Philip J. Zies', written over a horizontal line.

By: G. Philip J. Zies

Enclosure: Check #1005  
Original & copy of Articles

**ARTICLES OF INCORPORATION  
OF  
SCORP STRONG FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a nonprofit corporation in accordance with the laws of the State of Florida.

**ARTICLE I. - NAME**

The name of this nonprofit corporation is SCORP STRONG FOUNDATION, INC.

**ARTICLE II. - PRINCIPAL ADDRESS**

The initial post office address of the principal office of this corporation is: 505 Eleuthera Lane, Indian Harbour Beach, Florida 32937.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

**ARTICLE III. - PURPOSE**

The purpose of this nonprofit corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this nonprofit corporation is to benefit student athletics at Satellite High School.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, consistent with the purposes set forth in the purpose clauses hereof.

C. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

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

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and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clauses hereof. The property of this corporation is irrevocably dedicated to charitable, religious, educational, and scientific purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

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 these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in the purpose clauses hereof.

Notwithstanding any other provision of this document, this corporation 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 an 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.

In the event of dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

However, if the named recipient is not then in existence or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors.

#### **ARTICLE IV. - MANNER OF ELECTION**

Directors shall be elected or appointed as set forth in the Bylaws of the corporation.

#### **ARTICLE V. - DIRECTORS**

This nonprofit corporation shall have three (3) Directors initially. The names and post office addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
C. Hamilton Boone	505 Eleuthera Lane

Indian Harbour Beach  
Florida 32937

Penny Boone                      505 Eleuthera Lane  
Indian Harbour Beach  
Florida 32937

Spencer Boone                      505 Eleuthera Lane  
Indian Harbour Beach  
Florida 32937

The number of Directors may be increased or diminished from time to time by amendment of the Bylaws, but shall never be less than three (3).

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

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

<u>Name</u>	<u>Address</u>
C. Hamilton Boone	505 Eleuthera Lane Indian Harbour Beach Florida 32937

#### **ARTICLE VII. - INCORPORATOR**

The name and address of the incorporator of this nonprofit corporation is:

<u>Name</u>	<u>Address</u>
C. Hamilton Boone	505 Eleuthera Lane Indian Harbour Beach Florida 32937

#### **ARTICLE VIII. - TERM OF EXISTENCE**

This nonprofit corporation shall have perpetual existence, unless sooner dissolved according to law.

#### **ARTICLE IX. - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board or Directors of this nonprofit corporation.

## **ARTICLE X. -INDEMNIFICATION**

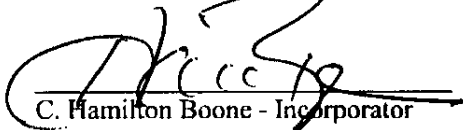
The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any other person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

## **ARTICLE XI. - AMENDMENT**

This nonprofit corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, as the same may be amended from time to time.

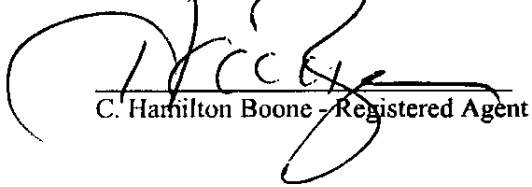
IN WITNESS WHEREOF, the incorporator hereto has executed these Articles of Incorporation,

this 2<sup>ND</sup> day of JUNE, 2015.

  
C. Hamilton Boone - Incorporator

Acceptance by Registered Agent:

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

  
C. Hamilton Boone - Registered Agent

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