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FLORIDA PROFIT/NON PROFIT CORPORATION

The Faceoff Club of Naples, Inc.

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**ARTICLES OF INCORPORATION
OF
THE FACEOFF CLUB OF NAPLES, INC.
(A Florida Not-For-Profit Corporation)**

The Faceoff Club of Naples, Inc. (the "Corporation") a Florida Not For Profit Corporation, hereby adopts the following Articles of Incorporation (the "Articles") pursuant to the Florida Not For Profit Corporation Act, Chapter 617 (the "Florida Act"):

**ARTICLE I
NAME**

The name of the Corporation is **THE FACEOFF CLUB OF NAPLES, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 515 Turtle Hatch Road, Naples, Florida 34103.

**ARTICLE III
PURPOSE(S)**

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code contributions to which are deductible as an organization described in Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) and which are described in Section 509(a)(1), (2) or (3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

The Corporation's specific purpose is to perform any lawful act or activity in connection with developing, promoting, funding and raising awareness to the sport of lacrosse in Naples, Florida, including, but not limited to:

- (i) Supporting and growing the Naples High School lacrosse program;
- (ii) Providing instructional programs for youth lacrosse on the sport of lacrosse and the physical fitness benefits of participation in the sport;
- (iii) Providing funds and financial support, and making grants, distributions and contributions, to or for the benefit of, or which carry out the purposes described

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- herein, including the Naples High School lacrosse program and youth lacrosse programs for Naples area youth; and
- (iv) To do any and all things necessary or incident to the foregoing.

ARTICLE IV MEMBERS

Membership shall be as stated in the Bylaws of the Corporation.

ARTICLE V DIRECTORS

The number of and method of the election of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VI POWERS

The Corporation is authorized to exercise and perform all lawful duties and obligations as defined and set forth in the Bylaws of the Corporation.

ARTICLE VII PROPERTY

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, 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 Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code and which is described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE IX DISTRIBUTION UPON DISSOLUTION

In the event of the dissolution of the Corporation, the directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth in Article III hereof in such manner and amount to such qualified organizations as the directors shall determine. An organization is a "qualified organization" only if at the time of receiving such assets it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: Mark R. Klym, 515 Turtle Hatch Road, Naples, Florida 34103.

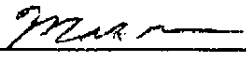
ARTICLE XI INCORPORATOR

The name and address of the incorporator is: Mark R. Klym, 515 Turtle Hatch Road, Naples, Florida 34103.

ARTICLE XII AMENDMENTS

These Articles may be amended as stated in the Bylaws.

IN WITNESS WHEREOF, these Articles were duly adopted by the Corporation to be effective as of the filing date of the Articles with the Florida Department of State, Division of Corporations.

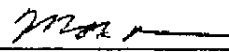


Mark R. Klym,
Incorporator, Director and Secretary

ACCEPTANCE OF REGISTERED AGENT

Mark R. Klym of 515 Turtle Hatch Road, Naples, Florida 34103, being named in the Articles of Incorporation of THE FACEOFF CLUB OF NAPLES, INC., as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 617.

Registered Agent

By: 

Mark R. Klym

Date: 7/21/2015

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