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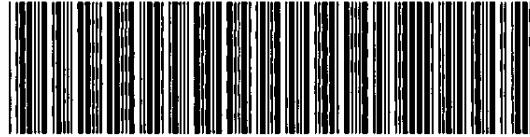
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mjm

CALDER P. SINCLAIR
ATTORNEY AT LAW

POST OFFICE BOX 28716
ATLANTA, GEORGIA 30358

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ATLANTA, GEORGIA 30067
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June 9, 2016

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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RE: Filing of Articles of Incorporation for a Florida Not for Profit Corporation
Arnie's Army Charitable Events Foundation, Inc.

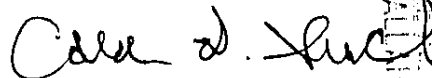
Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for Arnie's Army Charitable Events Foundation, Inc., and return a certified copy to me at Post Office Box 28716, Atlanta, Georgia 30358.

A check made payable to the Florida Department of State is enclosed in the amount of \$78.75 (\$35.00 for filing fees, \$35.00 for registered agent designation, and \$8.75 for a certified copy of the Articles of Incorporation).

Thank you for your very kind attention to this.

Sincerely,



Calder P. Sinclair

Enclosures as stated

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ARTICLES OF INCORPORATION
OF
ARNIE'S ARMY CHARITABLE EVENTS FOUNDATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)

ARTICLE I -- NAME

The name of the Corporation shall be Arnie's Army Charitable Events Foundation, Inc.

ARTICLE II -- INITIAL PRINCIPAL OFFICE

The initial principal street address and mailing address of the Corporation is 9000 Bay Hill Boulevard, Orlando, Florida 32819.

ARTICLE III -- PURPOSE

The Corporation is organized exclusively for religious, charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), as a Section 509(a)(3) supporting organization exclusively to provide services and resources for the benefit of, to perform the functions of, or to carry out the purposes of Arnie's Army Charitable Foundation, Inc., which is exempt under Section 501(c)(3) of the Code, namely to operate charitable events to support Arnie's Army Charitable Foundation, Inc. and its programs. Additionally, this Corporation shall be operated, supervised, or controlled by Arnie's Army Charitable Foundation, Inc.

This Corporation is and shall be empowered to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal property, and to hold, use, improve, operate manage, lease, convey, convert, invest, dispose of by gift, sale, lease or otherwise transfer any and all of such real or personal property, and to use the same in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to the corporate purposes and objectives.

ARTICLE IV -- SOLE MEMBER

The Corporation shall have one member, Arnie's Army Charitable Foundation, Inc. The Sole Member shall have the right to approve the Articles of Incorporation, and the Bylaws of this Corporation and all amendments thereto; to appoint the entire Board of Directors of the Corporation; to approve any dissolution, consolidation, or merger of the Corporation; and shall have such other rights and powers as are specified by law and in these Articles of Incorporation or in the Bylaws of the Corporation.

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ARTICLE V -- MANNER OF ELECTION

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VI -- REGISTERED AGENT

The name and Florida street address of the initial registered agent is Amy P. Saunders, 9000 Bay Hill Boulevard, Orlando, Florida 32819.

ARTICLE VII -- INCORPORATOR

The name and address of the Incorporator is Calder P. Sinclair, Esquire, 521 Village Trace, Building 10, Marietta, Georgia 30067.

ARTICLE VIII -- EXEMPT ORGANIZATION

Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX -- EARNINGS

Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article III hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

ARTICLE X -- FOUNDATION STATUS

In the event that the Corporation fails to qualify as an organization described in Section 509(a)(1), (2) or (3) of the Code, then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in

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Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

ARTICLE XI -- DISSOLUTION

Upon the dissolution of the Corporation, all assets of the Corporation shall be distributed exclusively for the exempt purposes of Arnie's Army Charitable Foundation, Inc., provided it is an organization organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. If not, such assets shall be distributed to such organization or organizations organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code as the Sole Member shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively to an organization or organizations organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code as the said court shall determine.

ARTICLE XII -- INDEMNIFICATION AND PERSONAL LIABILITY

The indemnification and liability of officers, directors, employees and agents of the Corporation shall be as set out in Section 617.0831, Florida Statutes, as amended.

ARTICLE XIII -- CODE

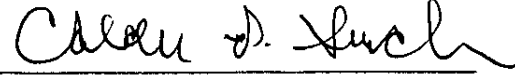
References in these Articles to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future federal tax code and the regulations thereunder.

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


Amy P. Saunders, Registered Agent

6-8-2016
Date

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 Section 817.155, Florida Statutes.


Calder P. Sinclair, Incorporator

6-9-2016
Date

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