

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive
Tallahassee, Florida 32312

(850) 656-4724

SUNSHINECORPORATE2014@GMAIL.COM

Date: 10-28-16

ENTITY NAME:

JUST A KID FOUNDATION, INC.

****PLEASE FILE THE ATTACHED AND RETURN:****

Plain Copy

Certified Copy

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: 70 -

CHECK NUMBER: 3007

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

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**ARTICLES OF INCORPORATION
OF
JUST A KID FOUNDATION, INC.**

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Just A Kid Foundation, Inc. adopts the following Articles of Incorporation for such corporation pursuant to Florida Statutes Chapter 617.

ARTICLE I – NAME

The name of the corporation shall be Just A Kid Foundation, Inc. (the "Corporation").

ARTICLE II – PURPOSE

The purpose for which the Corporation is organized and operated is exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purposes for which the Corporation is formed are as follows:

(a) To support and carry out the charitable and educational functions of the Sports Business and Leadership Association, Inc. (generally referred to as "SBLA" and sometimes referred to as the beneficiary) by providing financial support and other aid to SBLA and to its beneficiaries as directed by SBLA as a supporting organization described in Section 509(a)(3)(B)(i) of the Internal Revenue Code.

(b) To support impoverished children, including without limitation, to raise charitable donations for the purposes of providing impoverished children within and outside of the United States with the ability to attend high school in the United States and to compete in varsity athletics.

(c) To provide for the education of impoverished children and to support educational institutions that serve children.

(d) To support religious schools and other religious organizations and their charitable activities, including without limitation activities focused on impoverished children and sports.

(e) To perform such other acts and conduct such other activities as the SBLA may direct or request.

ARTICLE III – MEMBERSHIP

The Corporation shall not have members.

ARTICLE IV – REGISTERED AGENT

The name and Florida street address of the registered agent of the Corporation is Universal Registered Agents, Inc., 3458 Lakeshore Drive, Tallahassee, FL 32312.

ARTICLE V – PRINCIPAL OFFICE

The principal street address and mailing address of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VI – DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of at least three (3) directors. The Corporation shall initially have four (4) directors, and thereafter, the number of directors of the Corporation may be changed in accordance with the bylaws of the Corporation, provided that the number of directors will never be less than three (3). The qualifications to serve as a director, the terms for which the directors shall serve, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Jacob Burke	Bldg. 5, Street No. 1, Industrial Area, P.O. Box 22547 Doha – Qatar
David J. Lisko	100 N. Tampa St. #4100, Tampa, FL 33602
William R. Jackman	50 N. Laura St. #3900, Jacksonville, FL 32202
Melissa Guatno	Building 299 Street No. 920 Al Mirqab Doha Qatar

ARTICLE VIII – DIRECTORS’ AND OFFICERS’ COMPENSATION AND INDEMNIFICATION

8.1 Compensation. A Director or officer of the Corporation may receive reasonable compensation for personal services rendered as a Director or officer or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may be reimbursed for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the Bylaws. Despite any other provision in these Articles, however, the Corporation will make no payment that constitutes “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code.

8.2 Indemnification. Every Director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a Director or officer may be a party or may become involved by reason of being or having been a Director or officer of the Corporation, whether or not a Director or officer at the time such expenses are incurred, but only if (i) the Director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a Director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

8.3 Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and (i) one or more of its Directors or officers, (ii) any firm of which one or more of its Directors or officers are shareholders, partners or employees, or in which they are interested, or (iii) any corporation, association, or partnership of which one or more of its Directors or officers are shareholders, members, Directors, officers, partners, or employees, or in which they are interested, will be valid for all purposes, despite the presence of such Director or Directors, officer, or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and despite his or their participation in such action. The fact of such interest must be disclosed to or known by the Board of Directors and the Board of Directors may, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the Directors present. This section will not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto. This provision is subject to modification by any conflict of interest policy adopted by the Board of Directors of the Corporation.

ARTICLE IX – INTERNAL AFFAIRS

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

9.1 No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the Directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings

and assets of the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

9.2 No Propaganda. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

9.3 Private Foundation Rules. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

(a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X – MANNER OF ELECTION

The board of directors of the Corporation, together with the written consent and joinder of the Board of Directors of Sports Business and Leadership Association, Inc., shall by majority vote elect the directors of the Corporation.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, 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 XI – BYLAWS

The board of directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

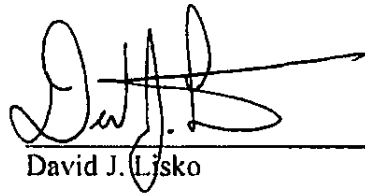
ARTICLE XII – AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

ARTICLE XIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation is David J. Lisko, 100 N. Tampa St. #4100, Tampa, FL 33602.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 27th day of October, 2016.



David J. Lisko

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

The Just a Kid Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Universal Registered Agents, Inc. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 3458 Lakeshore Drive, Tallahassee, FL 32312, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Florida Statutes Section 617.0503.

Dated this 27th day of October, 2016.



Universal Registered Agents, Inc.

Char McAdow, Assistant Secretary

Print Name

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