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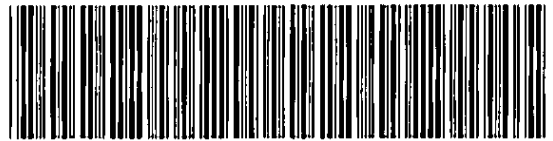
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**CORPORATE  
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inc.

1.

Berkut Basketball, INC.  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

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SECURITY

**SPECIAL  
INSTRUCTIONS:**

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**ARTICLES OF INCORPORATION  
OF  
BERKUT BASKETBALL, INC.  
(a Florida corporation not-for-profit)**

1. **Name.** The name of the corporation is **Berkut Basketball, Inc.** (the "Corporation").
2. **Principal Office.** The principal place of business and mailing address of the Corporation shall be 1006 Rose Way, Naples, Florida 34104.
3. **Not-For-Profit Corporation.** The Corporation has been formed for not-for-profit purposes and shall not have or issue shares of stock or make distributions.
4. **No Members.** The Corporation shall have no members.
5. **Registered Agent.** The street address of the Corporation's registered office and the name of its registered agent at that address are as follows:

Agent	Business Address
Jeff Novatt, Esq.	1415 Panther Lane, Suite 327, Naples, Florida 34109
6. **Incorporator.** The name and address of the Corporation's sole incorporator is Jeff Novatt, Esq., 1415 Panther Lane, Suite 327, Naples, Florida 34109.
7. **Exempt Nature of Activities and Purposes.** The Corporation is organized and shall be operated exclusively for charitable and/or educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code"), including, in particular, but not limited to, providing the best facilities, coaching and organization for athletes to succeed at the highest appropriate levels in competitive basketball and related activities (the "Corporation's 501(c)(3) Exempt Purposes"). It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").
8. **Board of Directors.** The activities, property and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board"), which shall

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be composed of not fewer than three (3) persons. The Board shall exercise all the powers and authority of the Corporation in accordance with these Articles of Incorporation and the Bylaws of the Corporation from time to time in effect. The method of election of directors shall be stated in the Bylaws. The names and addresses of the initial directors are:

Garrett Hull  
1006 Rose Way  
Naples, Florida 34104

Clay Cone  
760 Belair Court  
Naples, Florida 34103

John Consolino  
5201 Brixton Court  
Naples, Florida 34104

9. **Board's Authority.** Subject to the restrictions and limitations of the Article of these Articles of Incorporation entitled "Prohibitions," and the condition that no power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any Valid Restrictions (as defined below) imposed on contributions to the Corporation, but without otherwise limiting the powers conferred upon the Board by law, the Board is authorized:

- (a) To receive and accept gifts, legacies, grants, loans and other contributions to the Corporation from any persons or entities, in cash or in other property acceptable to the Board, including restricted contributions; provided that any restrictions are consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization and are imposed by the donor by a written instrument that is accepted by the Board by resolution ("Valid Restrictions").
- (b) To acquire by purchase, lease or otherwise, to retain, hold, own, occupy, use, manage, improve, develop, maintain or lease, and to sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, without regard to diversification or to whether some or all of the property so acquired or retained is unproductive or wasting or is of a kind or size which, but for this express authority, would not be considered proper.

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- (c) To borrow money and to make, accept, endorse, execute and issue promissory notes and any other obligations for payment for property acquired or money borrowed.
- (d) To maintain and administer the Corporation's assets, including all contributions received, all income earned on those assets and contributions, and any gains therefrom (the "Corporation's Funds") and, unless otherwise specifically required, to mingle restricted contributions with other assets of the Corporation's Funds for investment purposes.
- (e) To use and apply the Corporation's Funds, make expenditures and payments therefrom, and make distributions, program-related loans, program-related investments and other grants from the Corporation's Funds, in such amounts, at such times, in such manner and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion determines from time to time, subject to any Valid Restrictions imposed on contributions to the Corporation's Funds.
- (f) To initiate and participate in fundraising activities, expeditions or other projects that may be undertaken by the Corporation in order to further or promote the Corporation's 501(c)(3) Exempt Purposes.
- (g) To the extent a corporation organized under the Florida Not For Profit Corporation Act (the "Act") may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary, suitable, convenient or proper for, in connection with, or incident to the promotion, furtherance or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any lawful act or activity that is consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.

10. **Prohibitions.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

- (a) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.
- (b) No part of the Corporation's Funds shall inure to the benefit of or be distributable to the Corporation's directors, officers or any other private individual or entity, except as reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes. No officer or director shall receive any compensation whatsoever.
- (c) No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation

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shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

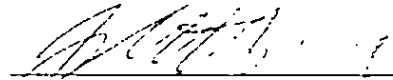
- (d) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall distribute such amounts from the Corporation's Funds for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
  - (e) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.
11. **Liquidation or Dissolution.** The Corporation may be liquidated or dissolved at any time. Subject to any Valid Restrictions imposed on contributions to the Corporation, upon the winding up and dissolution of the Corporation, all the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its liquidation or dissolution shall be distributed (i) for such of the Corporation's 501(c)(3) Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations) and in such manner and proportions as are provided for in the plan of distribution of assets adopted by the Corporation, or (ii) to the federal government, or (iii) to a state or local government for a public purpose, or (iv) by the Circuit Court of the Judicial Circuit in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Florida), exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar purposes as the court shall determine.
12. **Indemnification and Immunity.** The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Act. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Act and other applicable laws.
13. **Amendment.** These Articles of Incorporation may be amended as provided by law at any time and from time to time in a manner and for a purpose that is consistent with the Corporation's qualification as a Qualified Charitable Organization, the provisions of federal law applicable to private foundations and any Valid Restrictions imposed on

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contributions to the Corporation's Funds; provided, however, that no amendment hereto may remove these restrictions on amendment.

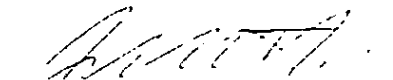
Dated at Naples, Florida, this 24<sup>th</sup> day of August, 2018.

The undersigned hereby declares, under the penalties of false statement, that the statements made in the foregoing Articles are true.

  
\_\_\_\_\_  
Jeff Novatt, Esq., Incorporator

***ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT***

Having been named to accept service of process for this Corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
Jeff Novatt, Esq., Registered Agent

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