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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

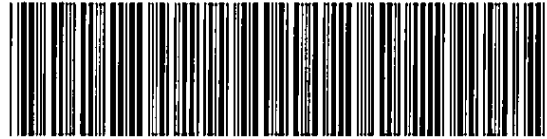
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SEP 10 2018

T SCHROEDER



**COGENCYGLOBAL**

115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
**866.625.0838**  
COGENCYGLOBAL.COM

Date: **September 07, 2018**

Account#: I20000000088

Name: **KEN HOWELL**

Reference #: **B106879**

Entity Name: **PROS GIVING BACK FOUNDATION, INC.**

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

**ISSUES? CALL  
KEN:  
518-213-0738**

Authorized Amount: **\$70.00**

Signature: \_\_\_\_\_

**STATE of FLORIDA**  
**ARTICLES of INCORPORATION**

**PROS GIVING BACK FOUNDATION, INC.**

*A Not For Profit Corporation*

**FIRST:** The name of the corporation is:

**PROS GIVING BACK FOUNDATION, INC.**

**SECOND:** The principal place of business and mailing address of the Corporation is:

13007 Whisper Bay Place  
Tampa, Florida 33618

**THIRD:** The Corporation is a nonprofit organization organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law, with its specific purpose to support programs, ideas and causes promoted by professional athletes, and to perform such acts and carry on such business and affairs as may be permitted by nonprofit corporations under the Florida Not For Profit Corporation Act (the "FNCA"), and other laws of the State of Florida and the United States of America, in order to accomplish the purposes set forth in this Article THIRD.

Notwithstanding any provision of this certificate of incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

**FOURTH:** The directors of the Corporation shall be elected in a manner established in the Bylaws of the corporation, and such election need not be by written ballot.

**FIFTH** No part of the net earnings of this Corporation shall ever inure to the benefit of or be distributable to any of its members, directors or officers or any other person having a personal or private interest in the activities of this Corporation, and no substantial part of the activities of this Corporation shall ever 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 distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.

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- SIXTH:** The condition of membership shall be as stated in the Bylaws of the Corporation.
- SEVENTH:** The address of the registered office of the corporation in the State of Florida is located at 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301, located in the County of Leon. The registered agent in charge thereof is Cogency Global, Inc.
- EIGHTH** No officer, member of the Board of Directors, or employee of the Corporation or other person shall receive or be lawfully entitled to receive any pecuniary profit or benefit from the operations of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation. A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the FNCA, as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.
- NINTH:** The Corporation shall not have any capital stock.
- TENTH:** In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, or (ii) to the Federal government, or to a State or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article TENTH, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.
- ELEVENTH:** This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the certificate of incorporation, and to add other provisions to the certificate of incorporation authorized by the laws of the State of Florida, at the time such laws are in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon members, directors or any other persons whomsoever by and pursuant to the certificate of incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article ELEVENTH; provided, however, that no amendment, alteration, change or repeal of any provisions of the certificate of incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which

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JACKSONVILLE, FLORIDA

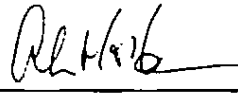
would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to adopt, amend and repeal the by-laws of the Corporation, subject to the power of the members of the Corporation to amend or repeal any by-law made by the Board of Directors.

**TWELFTH:** The name and mailing address of the incorporator is as follows:

Andrew D. Morton  
Handler Thayer LLP  
191 North Wacker Drive  
Suite 2300  
Chicago, IL 60606

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 6<sup>th</sup> day of September, 2018.

By:

  
Andrew D. Morton  
Sole Incorporator

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

  
Registered Agent

9-7-18  
Date