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CAPITAL CONNECTION, INC.

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Fun Spot America Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
FUN SPOT AMERICA FOUNDATION, INC.

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The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

Article I
Name

The name of this Corporation shall be the "FUN SPOT AMERICA FOUNDATION, INC." (the "Corporation") and its initial address shall be at 5700 Fun Spot Way, Orlando, Florida 32819.

Article II
Commencement of Corporate Existence

This Corporation shall commence corporate existence on December 3, 2019, and shall have perpetual existence unless sooner dissolved according to law.

Article III
Purposes and General Powers

The Corporation is organized exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purpose is to fund other tax-qualified charitable and religious organizations. The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and

with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

Article IV Prohibited Activities

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a private Corporation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a private Corporation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.
4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The Corporation shall distribute its income 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(a) of the Code.

Article V Distribution Upon Dissolution

Upon the liquidation, dissolution or the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provisions of Sections 501(c)(3) of the Code.

Article VI Membership

The directors of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

Article VII Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 5700 Fun Spot Way, Orlando, Florida 32819, and the initial registered agent of the Corporation at that address shall be John Arie, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

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Article VIII
Initial Board of Directors

This Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial directors of this Corporation are:

John Arie, Jr. 5700 Fun Spot Way Orlando, FL 32819	Stephen T. Burgess 5700 Fun spot Way Orlando, FL 32819	Mark Arie 5700 Fun Spot Way Orlando, FL 32819
Michael Benner 5700 Fun Spot Way Orlando, FL 32819		

Directors may be removed with or without cause.

Article IX
Incorporators

The names and street address of the person signing these Articles as incorporator is:

John Arie, Jr.
5700 Fun Spot Way
Orlando, FL 32819

Article X
Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

Article XI
Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

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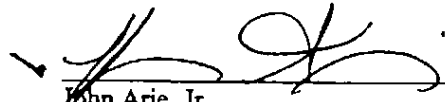
Article XII
Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIII
Headings and Captions

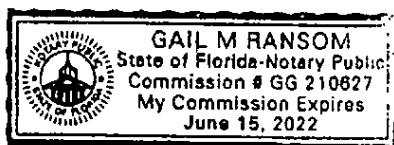
The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

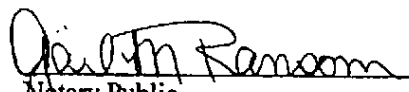
IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto set their hands and seals this 26th day of November, 2019.


John Arie, Jr.

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 26th day of November, 2019, by JOHN ARIE, JR., as incorporator of Fun Spot America Foundation, Inc. Said person did not take an oath and (check one) ☒ is personally known to me or ☐ produced a valid driver's license (issued by a state of the United States within the last five (5) years) as identification.




Notary Public
State of Florida
Commission Number: GG210627
My Commission Expires: 6/15/22

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FUN SPOT AMERICA FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office and principal place of business at 5700 Fun Spot Way, Orlando, Florida 32819, has named and designated John Arie, Jr., located at 5700 Fun Spot Way, Orlando, Florida 32819, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26th day of November, 2019.



John Arie, Jr., Registered Agent

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