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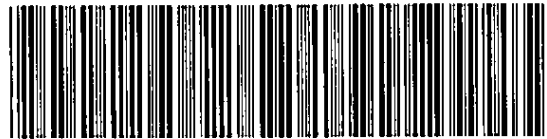
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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Cohen Pollock
Merlin Turner

Cathy R. Ellis, Paralegal
Direct Dial: 770.857.1687
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cellis@cpmtlaw.com

November 22, 2019

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: SHOES TO SHARE, INC.
CPMT File No. 36641

Dear Sir or Madam:

To incorporate SHOES TO SHARE, INC., in the State of Florida, enclosed please find the following documents:

- (1) The original and one (1) copy of the Articles of Incorporation of SHOES TO SHARE, INC.; and
- (2) Our firm's check in the amount of \$78.75, payable to the Florida Secretary of State, for the Filing Fee and Certified copy fee.

Please accept the enclosed document for filing and stamp the additional copy of the Articles of Incorporation **as a certified copy**, and return same to me in the enclosed envelope.

Please send all future annual report notifications, on behalf of the Corporation, to my attention via email at cellis@cpmtlaw.com.

If you have any questions, please do not hesitate to call me. Thank you for your assistance with this matter.

Sincerely,

Cathy Ellis
Paralegal

/bms

Enclosure email info@cpmtlaw.com
#1839491 main 770.858.1288
fax 770.858.1277

3350 Riverwood Parkway cpmtlaw.com
Suite 1600
Atlanta, Georgia 30339

ARTICLES OF INCORPORATION

OF

SHOES TO SHARE, INC.

I.

The name of the Corporation is SHOES TO SHARE, INC.

II.

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporations Act, and does not contemplate pecuniary gain or profit and is organized for corporate purposes.

III.

The Corporation shall have perpetual duration.

IV.

The Corporation is organized exclusively for charitable, religious and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law. (referred to herein in the aggregate as the "Code") and the regulations thereunder, and in particular, to collect gently used and new sports equipment and shoes to ship or deliver to under-resourced athletes around the world. Solely for the foregoing purposes, the Corporation is empowered to exercise all rights and power conferred by the laws of the State of Florida upon nonprofit corporations, including, but without limitation thereon, to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the foregoing purposes. The Corporation's rights and powers shall not include the right and power to carry on a business for profit.

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V.

The affairs of the Corporation shall be managed by a Board of Directors consisting of not more than thirty (30) nor less than three (3) members, the precise number to be determined in the manner provided for in the By-laws of the Corporation. The method of election and term of office of the Directors shall be as determined by the By-laws of the Corporation.

VI.

The Corporation shall not have any members.

VII.

a. The Corporation is not organized and shall not be operated for pecuniary gain or profit.

b. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

c. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (1) an organization exempt from taxation under Code Section 501(c)(3) and the Regulations thereunder as such section now exists or as such section may hereafter be

amended, or (2) an organization, contributions to which are deductible under Code Section 170(c)(2) or Code Section 2055(a)(2) and Regulations thereunder as such section now exists or as such section may hereafter be amended.

d. The Corporation shall not be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in the furtherance of the purposes stated above for which the Corporation is organized.

e. The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes, consistent with the provisions of Code Section 501(c)(3), as such section exists or as such section may hereafter be amended.

VIII.

The initial registered office of the Corporation is 799 Sanctuary Drive, Boca Raton, Palm Beach County, Florida 33431. The initial registered agent of the Corporation is Eve Zimmerman Short. The mailing address for the initial principal office of the Corporation is 2234 N. Federal Way, #537, Boca Raton, Palm Beach County, Florida 33431.

IX.

The initial Board of Directors shall consist of three (3) members, who shall hold office until the first annual election of directors, or for such other period as may be specified in the Bylaws of the Corporation. The name and address of each member of the Initial Board of Directors is:

Eve Zimmerman Short
799 Sanctuary Drive
Boca Raton, Florida 33431

Jacob Whalley
18 Weekley Square
London, England
SW11 2HJ

Paul Cawkwell
2 Godstone Hill Cottages
Quarry Road
Surrey, England
RH9 8DQ

X.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. 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.

XI.

To the fullest extent that the Florida Not For Profit Corporations Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors or officers: (1) no director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty to care or other duty as director; (2) the Corporation shall indemnify its directors and officers to the fullest extent authorized under Florida Statutes Section 617.0831, as it now exists or as it may be amended in the future. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

XII.

The name and address of the incorporator are: Eve Zimmerman Short
799 Sanctuary Drive,
Boca Raton, Florida 33431

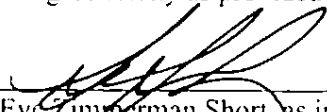
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Eve Zimmerman Short, Registered Agent

I am the incorporator submitting these Articles of Incorporation 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 Fla. Stat. 817.155.



Eve Zimmerman Short, as incorporator

#1833896