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**FLORIDA PROFIT/NON PROFIT CORPORATION
ALL ELITE WRESTLING FOUNDATION, INC.**

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ARTICLES OF INCORPORATION
OF
ALL ELITE WRESTLING FOUNDATION, INC.
(a corporation not for profit)

ARTICLE I. IDENTIFICATION

THE UNDERSIGNED, acting as incorporators of a corporation not for profit to be formed under the Florida Not For Profit Corporation Act (the "Act"), adopt the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is: All Elite Wrestling Foundation, Inc.

SECOND: The street address of the initial principal office of the Corporation is: 1 TIAA Bank Field Dr., Jacksonville, FL 32202

THIRD: The term for which the Corporation is to exist shall be perpetual or until such a time as the Corporation shall have been dissolved in accordance with the laws of the State of Florida.

FOURTH: A. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be exclusively religious, charitable, scientific, literary and/or educational 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 (the "Code"), and shall include the following.

1. To give financial aid and support exclusively to religious, charitable, scientific, literary and/or education objectives.
2. To make contributions from the assets of the Corporation to such corporations, organizations, agencies and activities which are organized and operated exclusively for religious, charitable, scientific, literary or

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educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. To retain and buy and to sell, mortgage, pledge, invest and reinvest the assets of the Corporation in any stocks, shares, obligations, or real and personal property within or without Florida, including without limitation, any interest in or obligations of any corporation, association, business trust, investment trust or investment company.
 4. To receive and accept public and private gifts, trusts, donations, grants, loans and other sources of funding and to acquire by gift, devise or bequest any real and personal property, both tangible and intangible of every sort and description, with or without restrictions or limitations of use are in accordance with the Corporation's purposes. All donations so received together with the income therefrom, shall be held, managed and paid out by the Corporation pursuant to the terms of the Certificate of Incorporation. Unless otherwise specifically required, the Corporation may mingle restricted donations with other assets of the Corporation.
 5. To engage in any lawful act or activity for which a corporation may be organized under the Act so long as such act is religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Code.
- B. In limitation of the general powers conferred by the laws of the State of

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Florida, it is expressly provided that the Corporation shall not have the following powers:

1. To carry on propaganda or otherwise attempt to influence legislation.
2. To participate or intervene in (including the publication or distribution of statements) any apolitical campaign on behalf of or in opposition to any candidate for public office.
3. In general, to do any act or thing or to engage in any activity, which would disqualify the Corporation from exemption under Section 501(c)(3) of the Code.

FIFTH: The number of directors constituting the initial Board of Directors the Corporation is five (5), and the name and address of each person who is to serve as an initial director of the Corporation until their successors shall have been elected and qualified as follows:

Antony Khan
Megha Parekh
Chad Glenn
Margaret Stalvey
Christopher T. Peck

The manner in which the directors are to be elected or appointed shall be as stated in the bylaws of the Corporation.

SIXTH: The corporation shall have no members and the Corporation is organized under a non-stock basis.

SEVENTH: The address of the initial registered office of the Corporation shall be 1 TIAA Bank Field Dr., Jacksonville, FL 32202 and the name of the Corporation's initial registered agent at such address is Christopher T. Peck.

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EIGHTH: No part of the funds raised by the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Paragraph Fourth hereof. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Code or the corresponding provision of any future United States Revenue Law.

The Corporation shall to the extent applicable, comply with Section 508 of the Code or the corresponding provision of any future United States Internal Revenue Law, insofar as such section: (a) requires the Corporation to distribute such amounts for each taxable year allocable at such time and in such manner as not subject the Corporation to tax on undistributed income under Section 4942 of the Code; (b) prohibits the Corporation and its directors from engaging in any act of self-dealing which is subject to tax under Section 4941(d) of the Code; (c) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943(c) of the Code; (d) prohibits the Corporation from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (e) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

NINTH: In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no director, private individual or corporation shall be entitled to any distribution or division of the Corporation's remaining assets or proceeds, except as provided by law. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining

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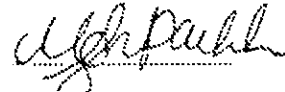
assets shall be distributed by the Board of Directors to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which as established its tax-exempt status under Section 501(c)(3) of the Code, or shall be distributed 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 by the Circuit Court 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.

TENTH: The name and addresses of the incorporator are:

Megha Parekh
1 TIAA Bank Field Dr.,
Jacksonville, FL 32202

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IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, have executed these Articles of Incorporation on this 13th day of April, 2022.



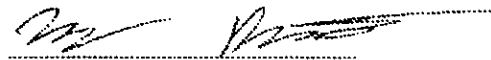
Megha Parekh

Incorporator

STATE OF FloridaCOUNTY OF DuvalSworn to (or affirmed) and subscribed before me, by means of ☒ physical presenceor ☐ online notarization, this 13th day of April, 2022 (year), by

_____, ☒ who is personally known to me or ☐ who has produced _____ as identification.

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JUDICIAL
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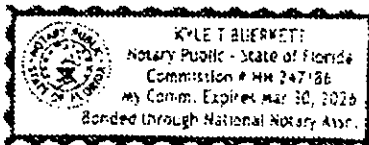


Florida Notary Public Signature

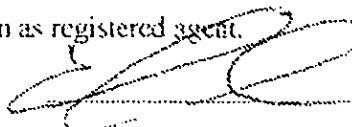
[Notary Seal]

Kyle Buernetti

Name (printed, typed or stamped)



I, Christopher T. Peck, having been designated to act as registered agent of All Elite Wrestling Foundation, Inc., (the "Corporation") and to accept service of process for the Corporation at 1 TIAA Bank Field Dr., Jacksonville, FL 32202, the registered office of the Corporation as designated in the Articles of Incorporation of the Corporation, hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.



Christopher T. Peck

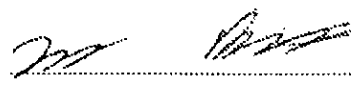
Initial Registered Agent

STATE OF FloridaCOUNTY OF Deval

Sworn to (or affirmed) and subscribed before me, by means of ☒ physical presence or ☐ online notarization, this 14th day of April, 2022 (year), by

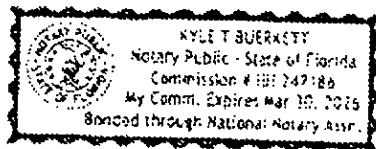
_____, ☒ who is personally known to me or ☐ who has produced _____ as identification.

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JULIA HARTY O'NEILL
TALLAHASSEE, FLORIDA



Florida Notary Public Signature

[Notary Seal]

Kyle Buckert

Name (printed, typed or stamped)