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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Ollie Plan, Inc.

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**ARTICLES OF INCORPORATION
THE OLLIE PLAN, INC.**

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

CORPORATE NAME

1. Name. The name of this Corporation is:

The Ollie Plan, Inc. (the "**Corporation**")

ARTICLE II

PRINCIPAL OFFICE

2. Address. The street address and mailing address of the principal office is:

11319 Carrollwood Drive
Tampa, Florida 33618

ARTICLE III

PURPOSE

3. Purpose. The purpose of this Corporation is to promote leadership and positive values through the sport of skateboarding. The Corporation's activities will include providing equipment, mentorship, and education.

4. Furtherance of the Purpose. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental entities.

ARTICLE IV

501(c)(3) LIMITATIONS

5. Limitation on the Purpose. This Corporation is formed exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. All of the foregoing purposes shall be exercised exclusively for charitable purposes in such manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

6. Limitation on Activities. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

7. Exclusivity. The Corporation is organized exclusively for charitable purposes.

8. No Private Inurement. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the directors or officers thereof, nor to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's purpose. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to the Corporation's purpose and no part of which shall inure to the benefit of any individual.

9. Lobbying and Political Campaigns. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

10. Dissolution. Upon winding up and dissolution of this Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to be used exclusively for charitable purposes. If this Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned with the liquidation.

11. "Private Foundation" Provisions. In the event the Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code, the following provisions apply:

a) The Corporation will distribute its net income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or the corresponding section of any future federal tax code.

c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e) The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V MANNER OF ELECTION OF DIRECTORS

12. The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE VI
INITIAL DIRECTORS

13. The name and street address of the initial directors of the Corporation are as follows:

Wayne Wilson
11319 Carrollwood Drive
Tampa, Florida 33618

Edwin Velez
11319 Carrollwood Drive
Tampa, Florida 33618

Brian Schaefer
11319 Carrollwood Drive
Tampa, Florida 33618

Richard Brugge
11319 Carrollwood Drive
Tampa, Florida 33618

Payson Brugge
11319 Carrollwood Drive
Tampa, Florida 33618

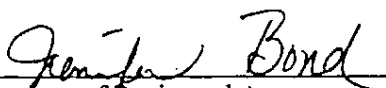
ARTICLE VII
REGISTERED AGENT

14. The name and Florida street address of the registered agent is:

Jennifer Bond
11319 Carrollwood Drive
Tampa, Florida 33618

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

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.



Signature of Registered Agent

ARTICLE VIII
INCORPORATOR

15. The name and address of the incorporator is:

Keathel W. Chauncey, Esq.
6930 W. Linebaugh Avenue
Tampa, FL 33625

I submit this document 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 s.817.155, F.S.


Signature of Incorporator

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