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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/12/99--01134--009
*****78.75 *****78.75

SUBJECT: The Meyer Group Incorporated
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____
Mark Meyer
230 Hampton Lane
Key Biscayne, Florida 33149

City, State & Zip

305-361-1167
Daytime Telephone number

FILED
99 JUL 12 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

10
T BROWN JUL 16 1999

**ARTICLES OF INCORPORATION
OF
THE MEYER GROUP INCORPORATED**

FILED
99 JUL 12 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen (18) years, a citizen of the United States of America and competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida, by and under Chapter 617 of the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a not for profit corporation.

ARTICLE I

NAME. The name of the Corporation is:

THE MEYER GROUP INCORPORATED

ARTICLE II

EXEMPT STATUS. The Corporation is formed in order to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the global community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable

to, or injures the benefit of, its Members, Directors or Officers, except to the extent permitted under the Florida Not For Profit Corporation Act. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (Including publishing or distribution of statements regarding) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 ("The Code") (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

PURPOSE. The Corporation is organized for the following purposes: For purposes within the meaning of §501(c)(3) of the Internal Revenue Code to be a public charity, that *inter alia*, provides the service of sports alternative dispute resolution for the benefit and education of the general public and helping those in sport to deal with conflict and related concerns, increases public awareness and recognition of alternative dispute resolution, synthesizes the multiple disciplines involved in conflict avoidance, management and resolution, organizing workshops and seminars, and developing a database for professionals and non professionals; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, tangible, or intangible, or

any undivided interest therein, without limitation as to value, to sell, convey, or otherwise dispose of any such property; and to invest, reinvest, or deal with the principal or the income thereof in such matter as, in the judgment of the Directors, will best promote the purpose of the Corporation without limitation; except such limitations, if any, as may be contained in the instrument under which property is received, these Articles of Incorporation, the By-Laws of this Corporation, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for pecuniary profit or financial gain of its Directors or Officers, except as permitted under the Florida Not For Profit Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated §617.0302 and §617.0303, Florida Statutes, of the Florida Not For Profit Corporation Act.

ARTICLE IV

DURATION. The Corporation shall have perpetual existence, which shall commence upon issuance of a corporate charter.

ARTICLE V

PRINCIPAL OFFICE. The principle office or place of business of the Corporation shall be: 230 Hampton Lane, Key Biscayne, Florida 33149, or such other places may be designated by the Board of Directors.

ARTICLE VI

MEMBERS. The corporation shall have no members.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT. The Registered Agent and the registered office of the Corporation is:

Mark Meyer
230 Hampton Lane
Key Biscayne, Florida 33149

ARTICLE VIII

NUMBER AND NAMES AND ADDRESSES OF DIRECTORS. The Board of Directors shall consist of at least three Directors. The names and addresses of the Directors of this Corporation are:

DAVID MEYER
4917 West 114th Street
Bloomington, MN 55437

SEAMUS McGARRY
575-706 Crandon Boulevard
Key Biscayne, FL 33149

MARK MEYER
230 Hampton Lane
Key Biscayne, FL 33149

BETH A. HILLMAN
7400 S.W. 63rd Court
South Miami, FL 33134

ARTICLE IX

INITIAL OFFICERS. The Officers of the Corporation shall be a President and such other Offices as may be elected in the matter provided in the By-Laws. The name and address of the Officers of the Corporation are:

President

MARK MEYER
230 Hampton Lane
Key Biscayne, FL 33149

Vice President

JOSEPHINE LESILE JACKSON
13C Saint John's Road
London, England
United Kingdom SE20-7EF

Secretary

FELIPE PIEDRAHITA
155-105W Ocean Lane Drive
Key Biscayne, FL 33149

Treasurer

MARK MEYER
230 Hampton Lane
Key Biscayne, FL 33149

ARTICLE X

NAME AND ADDRESS OF INCORPORATOR. The name and address of the Incorporator is as follows:

MARK MEYER
230 Hampton Lane
Key Biscayne, FL 33149

ARTICLE XI

ELECTION OF DIRECTORS. Directors of the Corporation shall be elected in the manner provided in the By-Laws.

ARTICLE XII

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XIII

INCOME AND DISTRIBUTION. No part of the income of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual except as provided in Article III (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

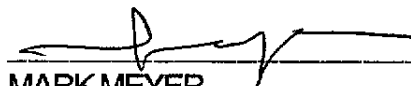
ARTICLE XIV

DISTRIBUTION ON DISSOLUTION. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of all just debts and necessary expenses of dissolution, be distributed to such organizations which provide services similar to that of this Corporation and which were organized for a purpose similar to that of this Corporation and which shall qualify under §501(c)(3) of the Code, as amended. In any event, no assets will inure to any of the Officers or Directors of the Corporation.

ARTICLE XV

PROHIBITED ACTIVITIES. No part of the activities of the Corporation shall constitute carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements regarding) any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF the undersigned have made these Articles of Incorporation at Key Biscayne, Florida, for the uses and purposes aforesaid, this 4th day of July, 1999.


MARK MEYER

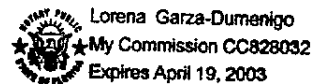
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared MARK MEYER, to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made same uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid this 6 day of July, 1999.

Lorena Garza-Dumenigo
Signature of Notary

[STAMP]



Lorena Garza-Dumenigo
Printed/Typed Name of Notary

Personally Known: yes

Produced Identification: yes

Type of Identification:

IOWA state Driver License 831PP4352

STATE OF FLORIDA
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
99 JUL 12 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The incorporation of THE MEYER GROUP INCORPORATED, in accordance with Chapter 617.0501, Florida Statutes, hereby designates its place of business for the service of process and agent upon whom process may be served as follows:

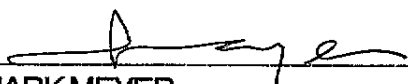
THAT, THE MEYER GROUP INCORPORATED, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located in Key Biscayne, State of Florida, herein designates and names MARK MEYER, whose address is 230 Hampton Lane, Key Biscayne, FL 33149, as its Agent to accept service of process within this State.

THE MEYER GROUP INCORPORATED

By: 
MARK MEYER, INCORPORATOR

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


MARK MEYER