

**ARTICLES OF INCORPORATION
OF
THE ACREAGE ATHLETIC LEAGUE**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is ACREAGE ATHLETIC LEAGUE, INC. (Hereinafter “Corporation”, or “AAL”).

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 – PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article 2 hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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) or 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

ARTICLE 4 – OFFICERS and DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall maintain the following seats with the applicable 4 year expiration terms.

Seat # 1
Seat # 2
Seat # 3
Seat # 4
Seat # 5
Seat # 6

Board members elected to seats will be maintained in a separate addendum with seat #, officer position, Executive Board official seats and officer terms., or those officers currently on record and on file with Florida Department of State Division of Corporations.

ARTICLE 5 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 7040 Seminole Pratt Whitney Rd., PMB 73 Suite 25, Loxahatchee, FL 33470.

ARTICLE 6 – INCORPORATOR

The corporation has been incorporated under the laws of the State of Florida.

ARTICLE 7 – TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 8 – CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 9 – QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership, and the manner of admission shall be set forth in and regulated by the Bylaws of the Corporation.

ARTICLE 10 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the Bylaws of the Corporation.

ARTICLE 11 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent of this Corporation is:

Carlos Castilla, 7040 Seminole Pratt Whitney Road Suite 25 PMB 73 Loxahatchee, FL 33470.

ARTICLE 13 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon filing with the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Corporation, and approved at a special meeting by a majority of the Members present, unless

all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 15 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status

as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the liability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause, or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees expenses shall be held invalid as contrary to law or public policy, it shall be servable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to “director”, “officer”, “employee” and “agent” shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE 16 – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) & 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to federal government, or to a state or local government for public purpose. Any such assets not so disposed of by 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.