



January 30, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

USA WAKE SURF, INC.  
700 W MORSE BLVD SUITE 220  
WINTER PARK, FL 32789

The Articles of Incorporation for USA WAKE SURF, INC. were filed on January 27, 2012, and assigned document number N12000001010. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number H12000023485.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to [www.irs.gov](http://www.irs.gov).

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at (850) 245-6995.

Sincerely,  
Jessica A Fason  
Regulatory Specialist II  
New Filings Section  
Division of Corporations

Letter Number: 512A00002846

**ARTICLES OF INCORPORATION  
OF  
USA WAKE SURF, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I – Name**

The name of the corporation shall be USA WAKE SURF, INC. (the “Corporation”).

**ARTICLE II – Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 700 West Morse Boulevard, Suite 220, Winter Park, Florida, 32789.

**ARTICLE III – Purpose**

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the “Code”).

B. The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the power enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all other such powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) are not permitted to engage.

C. No part of the net earnings of 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 this Article. 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 and distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from income tax under Section 501(c)(3) of the Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE IV – Directors**

The method of election of directors shall be stated in the By-Laws of the Corporation.

The names and addresses of the initial directors shall be:

W. Scott Culp	700 West Morse Boulevard, Suite 220, Winter Park, FL 32789
Jeff Walker	700 West Morse Boulevard, Suite 220, Winter Park, FL 32789
Todd Flegel	700 West Morse Boulevard, Suite 220, Winter Park, FL 32789

**ARTICLE V – Incorporator**

The name and street address of the incorporator signing these Articles is:

Registered Agent Group, LLC  
1551 Sandspur Road  
Maitland, Florida 32751

**ARTICLE VI – Registered Agent and Registered Office**

The initial registered agent for the Corporation shall be W. Scott Culp.

The initial registered office for the Corporation shall be 700 West Morse Boulevard, Suite 220, Winter Park, Florida 32789.

WHEREFOR, the undersigned incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of January, 2012.

Registered Agent Group, L.L.C., a Florida limited liability company

By: \_\_\_\_\_

  
Sarah Schwemin, Manager


**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED AGENT OFFICE**

PURUSANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation not-for-profit is USA WAKE SURF, INC.
2. The name and address of the registered agent and office is:

**W. Scott Culp**  
700 West Morse Boulevard  
Suite 220  
Winter Park, Florida 32789

Having been designated as the Registered Agent for USA WAKE SURF, INC., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said corporation not-for-profit, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 617, Florida Statutes.

By:  \_\_\_\_\_  
W. Scott Culp

Dated this 20<sup>th</sup> day of January 2012

