

OFFICE OF THE SECRETARY OF STATE



**NOT FOR PROFIT  
CERTIFICATE OF INCORPORATION**

*WHEREAS, the Not For Profit Certificate of Incorporation of*

**UNITED STATES PARKOUR FEDERATION, INC.**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



*Filed in the city of Oklahoma City this  
3rd day of November, 2017.*

A handwritten signature in cursive script, appearing to read "Paul J. Lopez".

*Secretary of State*



SOS



35164650002

CERTIFICATE OF INCORPORATION  
OF

UNITED STATES PARKOUR FEDERATION, INC.

Name of the corporation is United States Parkour Federation, Inc.

2. The name of the registered agent in the State of Oklahoma is Crowe & Dunlevy, A Professional Corporation, and the address of the registered office in the State of Oklahoma is Attention: Jay Shanker, Braniff Building, 324 North Robinson Avenue, Suite 100, Oklahoma City, OK 73102.

3. The duration of this corporation is perpetual.

4. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and more specifically to promote and serve as the governing body for the amateur sport of Parkour in the United States.

5. In all events and under all circumstances, the following restrictions and provisions shall apply:

(1) The corporation shall use and apply the assets of the corporation, including all income therefrom, exclusively within the United States or any of its possessions and exclusively for the purposes for which the corporation is organized. No part of the net earnings of the corporation shall inure incidentally or otherwise to the benefit of, or be distributable to, its members, 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 Article 4 hereof.

(2) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

6. This corporation is not for profit, and as such the corporation does not afford pecuniary gain, incidentally or otherwise, to its members, other than distributions to members qualified under Sections 115 or 501(c)(3) of the Internal Revenue Code.

7. The corporation has no authority to issue capital stock and is organized on a nonstock, not for profit basis with members in lieu of shareholders. Provisions for additional members and transfer of membership shall be prescribed from time to time by the bylaws of the corporation. No member, in such capacity, shall have any vested rights in the assets of the corporation.

RECEIVED

NOV 03 2017

OKLAHOMA SECRETARY  
OF STATE

8. The management and operation of the business and affairs of the corporation shall be vested in the Board of Directors selected as prescribed in the bylaws of the corporation. Election of directors need not be by written ballot unless the bylaws so provide.

(1) The directors shall serve without compensation, provided that they may receive, pursuant to resolution of the Board of Directors, fixed fees and other compensation for their services as members of committees of the directors.

(2) The names and addresses of the initial Board of Directors who will serve for a one-year term, or until their successors are elected and qualified, are set forth below:

Victor Bevine 501 Highland Avenue Newark, NJ 07104	Justin Schaeffer 1000 Aventine Drive, Apt. 322 Arden, NC 28704
Gregory Milano 23 Tyler Street West Haven, CT 06516	Dylan Polin 188 Prospect Street Norwood, MA 02062
Melissa Rivera 2914 SW 103rd Ct. Miami, FL 33165	Joey Adrian 7806 SE 42nd Avenue Portland, OR 97206
Vincent Coryrell 3011 Grand Meadow Avenue Grand Junction, CO 81504	Sylvia Pina Reichelt 9321 N. 94th Street Scottsdale, AZ 85258
Salil Maniktahia 2854 S. Meade Street Arlington, VA 22206	

(3) The number of directors to be elected at the first meeting of members is not less than three (3) nor more than fifteen (15).

9. The bylaws may be adopted, altered, amended or repealed by the Board of Directors.

10. The names and addresses of the incorporators, being persons legally competent to enter into contracts, for the purpose of forming a not for profit corporation pursuant to the Oklahoma General Corporation Act, are listed below:

Jay Shanker  
324 North Robinson Avenue, Suite 100  
Oklahoma City, OK 73102

Lauren Ottaway Johnson  
324 North Robinson Avenue, Suite 100  
Oklahoma City, OK 73102

Benjamin K. Davis  
324 North Robinson Avenue, Suite 100  
Oklahoma City, OK 73102

11. (1) The corporation shall indemnify, and advance litigation expenses to, its officers, directors, employees and agents of the corporation, and persons serving at the request of the corporation as officers, directors, employees or agents of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by the Oklahoma General Corporation Act, as the same exists or may hereafter be amended, and all other laws of the State of Oklahoma. No amendment to or repeal of this Article 11 shall apply to or have any effect on the right of a person entitled to indemnification hereunder for or with respect to any acts or omissions of such person occurring prior to the time of such amendment or repeal.

(2) By action of the Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power or would be required to indemnify him against such liability under the provisions of this Article 11 or of the Oklahoma General Corporation Act.

(3) The right to indemnification conferred in this Article 11 shall be a contract right and shall not be exclusive of any other right which any person may have or hereafter acquire under the Corporation's Certificate of Incorporation, bylaws, or any statute, bylaw, agreement, resolution of members or directors or otherwise.

12. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax 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 of by the District 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.

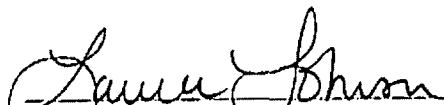
13. Subject to the limitations set forth in this Certificate of Incorporation, the corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

14. Except upon the affirmative vote of all members, no amendment to this Certificate of Incorporation may be adopted by the corporation which would impose personal liability for the debts of the corporation on the members of the corporation or which would amend, alter, repeal or adopt any provision inconsistent with this Article 14.

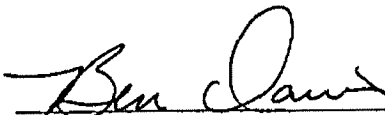
WE, THE UNDERSIGNED, for the purpose of forming a not for profit corporation under the laws of the State of Oklahoma, do file this Certificate of Incorporation, and do certify that the facts herein stated are true, and have accordingly hereunto set our hands this 2 day of November, 2017.



Jay Shanker



Lauren Ottaway Johnson



Benjamin K. Davis

INCORPORATORS