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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 NATIONAL SENIOR WOMEN'S TENNIS ASSOCIATION, INC.**

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2020 APR 27 11:09:50

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APR 28 2020

**ARTICLES OF RESTATEMENT  
OF  
NATIONAL SENIOR WOMEN'S TENNIS ASSOCIATION, INC.**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is NATIONAL SENIOR WOMEN'S TENNIS ASSOCIATION, INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

\*\*\*\*\*

**CERTIFICATE**

It is hereby certified that:

1. The name under which the original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida is: "The Senior Women's Tennis Association, Inc."
2. The date of filing of the Corporation's original Articles of Incorporation is July 7, 1977.
3. The original Articles of Incorporation were amended and restated on December 17, 2003 and the corporation was re-named to its current name: "National Senior Women's Tennis Association, Inc."
4. These Amended and Restated Articles of Incorporation (i) amend and restate the provisions of the Amended and Restated Articles of Incorporation of the Corporation dated December 17, 2003 and (ii) were duly adopted by the members of the Board of Directors of the Corporation on January 9, 2020, and by the members of the Corporation on March 29, 2020.

Executed on April 14, 2020

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 TALLAHASSEE, FLORIDA

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NATIONAL SENIOR WOMEN'S TENNIS  
ASSOCIATION, INC..  
a Florida not for profit corporation

By: Leslie Nicola-Murvet  
Name: Leslie Nicola-Murvet  
Title: Co-President NSWTA

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NATIONAL WOMEN'S TENNIS ASSOCIATION, INC.  
(A Florida Not For Profit Corporation)**

2020 APR 27 AM 8:40  
STATE OF FLORIDA  
DEPARTMENT OF REVENUE

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I  
NAME**

The name of the corporation shall be: **NATIONAL WOMEN'S TENNIS ORGANIZATION, INC.** (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 21440 Bridgeview Drive, Boca Raton, Florida 33428.

**ARTICLE III  
PURPOSES AND RESTRICTIONS**

(a) The Corporation is organized and shall operate exclusively for charitable and educational purposes and to foster national or international amateur sports competition in the sport of tennis. The Corporation shall be organized and operated primarily to conduct national or international competition in tennis or to support or develop amateur athletes for national or international competition in tennis. The Corporation is not-for-profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) and Section 501(j) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

(b) No part of the earnings of the Corporation shall inure to the benefit of any member, Director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

(c) The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

(d) Notwithstanding any other provision of these articles, 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 Code.

(e) The Corporation shall not discriminate, or permit discrimination by its officers, employees or agents, on the basis of race, color, religion, age, sex, sexual orientation or national origin.

(f) In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation," in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

(g) Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

**ARTICLE IV  
ELECTION OF DIRECTORS**

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Amended and Restated Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation

**ARTICLE VI  
MEMBERSHIP**

The Corporation shall have members, and the rights and obligations of the members shall be set forth in the Bylaws of the Corporation.

**ARTICLE VII  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the registered agent are:

Cogency Global Inc.  
115 N. Calhoun Street, Suite 4  
Tallahassee, Florida 32301

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Amended and Restated Articles of Incorporation as of the 13<sup>th</sup> day of April, 2020.

NATIONAL WOMEN'S TENNIS ORGANIZATION, INC.

By: *Leslie Anola-Murvet*  
Name: Leslie Anola-Murvet  
Title: Co-President NWTG, Inc.

ACTIVE 1193358.1

2020 APR 27 11:08 AM  
FALLEN LEAFS STATE UNIVERSITY

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, COGENCY GLOBAL INC. hereby accepts the appointment as registered agent and agrees to act in this capacity. COGENCY GLOBAL INC. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, F.S.

COGENCY GLOBAL INC.

By: Colleen Humes  
Name: Colleen Humes  
Title: Assistant Secretary

Dated: April 20, 2020