

**N01000005726**

**Natt O. Reifler**  
**931 South Trotters Drive**  
**Maitland, FL 32751**  
**(407) 647-2176**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 30, 2002

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314  
ATTN: Ms. Gina Bullock

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-08/07/02--01056--019  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Corporate Name: **Orange County Youth Lacrosse, Inc. ("OCYL")-Not for Profit/**  
**CERTIFICATE FOR ARTICLES OF RESTATEMENT with AMENDMENTS to**  
**the ARTICLES OF INCORPORATION**

Dear Ms. Bullock:

Enclosed please find an original and one (1) copy of the Articles of Restatement with Amendment of Articles of Incorporation for the above referenced entity that we would like you to file.

Please consider this letter to be our Certificate as referenced in Florida Statutes Section 617.1007. The Restatement contains amendments to the Articles of Incorporation which required Board approval. The approval for said amendments and restatements which are listed below was completed on June 21, 2002 at a Board Meeting which was properly noticed and attended and the number of votes cast for each amendment described was sufficient for approval. Each amendment had a unanimous vote of 6 to 0. An attempt has been made to limit the actual amendments to bold typeface. The amendments were as follows:

"Amended ARTICLE II - PRINCIPAL OFFICE"

The principal place of business and mailing address of this corporation shall be:

**931 South Trotters Drive**  
**Maitland, FL 32751**

Mr. Reifler GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Certificate  
DATE 8/14/02  
DQC. EXAM. T. Lewis

Amended ARTICLE III - PURPOSE

**Said Not for Profit Corporation is organized exclusively for educational purposes to promote youth lacrosse in Orange County, Florida and its adjacent areas in a safe and sportsmanlike environment, including for such purposes as 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.**

*T. Lewis 8/13/02*  
*Rstart*

**Amended ARTICLE IV – MANNER OF ELECTION**

**2. Vice President/Director:** The Vice President shall be a member of the Board of Directors. The Vice President shall succeed to the powers of the President in his/her absence. The Vice-President shall serve a one-year term with elections to be conducted at the Annual Board Meeting described above. **The Vice President's duties may include those formerly reserved for the position of League Coordinator including scheduling and field/league play operations along with other members of the Board.** The Vice-President may serve one or more consecutive terms so long as he/she is duly elected by a simple majority vote of the Board of Directors at the Annual Board Meeting. The Vice-President shall have the authority to execute checks provided they are also countersigned by the Treasurer.

**5. Equipment Coordinator/ Director:** The Equipment Coordinator shall be a member of the Board of Directors. The Equipment Coordinator shall coordinate the ordering of equipment and/or the selection of appropriate vendors from which players can order equipment for league play and will coordinate the delivery of paint, goals, nets, referee and player uniforms of the league. The Equipment Coordinator shall serve a one-year term with elections to be conducted at the Annual Board Meeting described above. The Equipment Coordinator may serve one or more consecutive terms so long as he/she is duly elected by a simple majority vote of the Board of Directors at the Annual Board Meeting.

**Amended ARTICLE V – CURRENT DIRECTORS/OFFICERS**

- |                                            |                        |
|--------------------------------------------|------------------------|
| <b>1. President –</b>                      | <b>Paul Bouldin</b>    |
| <b>2. Vice President –</b>                 | <b>Natt O. Reifler</b> |
| <b>3. Secretary –</b>                      | <b>Corey Thayer</b>    |
| <b>4. Treasurer –</b>                      | <b>Drew Yaros</b>      |
| <b>5. Equipment Coordinator -</b>          | <b>Terry Montville</b> |
| <b>6. Coaches Council Representative –</b> | <b>Pete Rothfuss</b>   |

**AMENDMENT - ARTICLE VIII – DEDICATION OF ASSETS**

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 the purposes set forth in Article Three hereof. 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 or in opposition to any candidate of 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) 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 federal tax code. Notwithstanding any other provision or statement in these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance

of the purposes of this corporation.

AMENDMENT ARTICLE IX – DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

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 the corresponding section of any future federal 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 by a 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. The intent is to insure permanent dedication of assets of the corporation for exempt purposes as such term is defined and used in section 501(c)(3) of the Internal Revenue Code.

In witness whereof, I have hereunto subscribed my name this \_\_\_\_\_ day of July 2002.

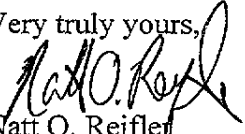
\_\_\_\_\_  
Natt O. Reifler, Vice President/Director  
Vice Chair of the Board of Directors”

Enclosed please find a check payable to the Department of State in the amount of \$43.75 to cover the filing fee and a certificate of status. Please mail the certificate of status to my attention at the address shown below.

Natt O. Reifler, Esq.  
Palmer, Reifler & Associates, P.A.  
1900 Summit Tower Blvd. Ste. 540  
Orlando, FL 32810

Daytime phone – (407) 875-3400  
Daytime fax- (407) 875-0739  
e-mail nreifler@civilrecoverylaw.com

Should you have any questions, please do not hesitate to contact me. Thank you for your anticipated cooperation.

Very truly yours,  
  
Natt O. Reifler  
Vice President, OCYL

NOR/st  
Enclosure  
cc: Board of Directors

**ARTICLES OF RESTATEMENT and AMENDED ARTICLES OF INCORPORATION**

In compliance with Chapter 617, Florida Statutes, (Not for Profit)

**Restated ARTICLE I – NAME**

The name of this corporation is Orange County Youth Lacrosse, Inc.

**Amended ARTICLE II – PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

931 South Trotters Drive  
Maitland, FL 32751

**Amended ARTICLE III – PURPOSE**

Said Not for Profit Corporation is organized exclusively for educational purposes to promote youth lacrosse in Orange County, Florida and its adjacent areas in a safe and sportsmanlike environment, including for such purposes as 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.

**Amended ARTICLE IV – MANNER OF ELECTION**

**The Board of Directors (“Directors” or “Officers”) shall consist of a President, a Vice-President, a Treasurer, a Secretary, an Equipment Coordinator, and a Coaches Council Representative. The duties of these Directors and the manner by which each Director is elected is listed below:**

1. **President/Director:** The President shall be the highest-ranking member of the Board of Directors. The President shall preside at all Board meetings. The current President, Paul Bouldin was voted into office. The President shall appoint all initial Directors. The President shall appoint all people to serve on committees not required to be elected. The President shall serve a one-year term initially with elections to be conducted at the Annual Board Meeting to be held in the spring or summer of each year. The President may serve one or more consecutive terms so long as he/she is duly elected by a simple majority vote of the Board of Directors at the Annual Board Meeting. The President shall have the authority to execute checks without being countersigned by the Treasurer in cases in which the Treasurer is unavailable.
2. **Vice President/Director:** The Vice President shall be a member of the Board of Directors. The Vice President shall succeed to the powers of the President in his/her absence. The Vice-President shall serve a one-year term with elections to be conducted at the Annual Board Meeting described above. The Vice President’s duties may include those formerly reserved for the position of League Coordinator including scheduling and field/league play operations along with other members of the Board. The Vice-President may serve one or more consecutive terms so long as he/she is duly elected by a simple majority vote of the

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## Articles of Reinstatement and Amended Articles of Incorporation Continued

Board of Directors at the Annual Board Meeting. The Vice-President shall have the authority to execute checks provided they are also countersigned by the Treasurer.

3. **Secretary/Director:** The Secretary shall be a member of the Board of Directors. The Secretary shall keep a record of the proceedings of meetings of the Board of Directors and exercise all duties incident to the office of secretary. The Secretary shall serve a one-year term with elections to be conducted at the Summer Meeting described above. The Secretary may serve one or more consecutive terms so long as he/she is duly elected by a simple majority vote of the Board of Directors at the Annual Board Meeting. The Secretary shall have the authority to execute checks provided they are also countersigned by the Treasurer.
4. **Treasurer/Director:** The Treasurer shall be a member of the Board of Directors. The Treasurer shall have charge of all monies received by the corporation and shall keep a specific, detailed and accurate accounting of income and expenditures. The Treasurer shall submit a statement of the financial status of the corporation at the Annual Board Meeting and at any other time as the President may direct. The Treasurer must sign any and all checks distributed by the corporation except those signed by the President in the Treasurer's absence. The Treasurer shall serve a one-year term with elections to be conducted at the Annual Board Meeting described above. The Treasurer may serve one or more consecutive terms so long as he/she is duly elected by a simple majority vote of the Board of Directors at the Annual Board Meeting.
5. **Equipment Coordinator/ Director:** The Equipment Coordinator shall be a member of the Board of Directors. The Equipment Coordinator shall coordinate the ordering of equipment and/or the selection of appropriate vendors from which players can order equipment for league play and will coordinate the delivery of paint, goals, nets, referee and player uniforms of the league. The Equipment Coordinator shall serve a one-year term with elections to be conducted at the Annual Board Meeting described above. The Equipment Coordinator may serve one or more consecutive terms so long as he/she is duly elected by a simple majority vote of the Board of Directors at the Annual Board Meeting.
6. **Coaches Council Representative/Director:** The Coaches Council Representative shall be a member of the Board of Directors. The Coaches Council Representative shall be the voice of coaches of the league on the Board of Directors and will help convey problems or concerns with league play to the Board. The Coaches Council Representative shall serve a one-year term with elections to be conducted at the Annual Board Meeting described above. The Coaches Council Representative may serve one or more consecutive terms so long as he/she is duly elected by a simple majority vote of the Board of Directors at the Annual Board Meeting.

### Amended ARTICLE V – CURRENT DIRECTORS/OFFICERS

- |                     |                 |
|---------------------|-----------------|
| 1. President –      | Paul Bouldin    |
| 2. Vice President – | Natt O. Reifler |
| 3. Secretary –      | Corey Thayer    |

Articles of Reinstatement and Amended Articles of Incorporation Continued

- |                                     |                 |
|-------------------------------------|-----------------|
| 4. Treasurer –                      | Drew Yaros      |
| 5. Equipment Coordinator -          | Terry Montville |
| 6. Coaches Council Representative – | Pete Rothfuss   |

Restated ARTICLE VI – REGISTERED AGENT AND STREET ADDRESS

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

Natt O. Reifler, Esquire  
1900 Summit Tower Boulevard Ste. 540  
Orlando, FL 32810

Restated ARTICLE VII – INCORPORATOR

The name and address of the Incorporator is:

Natt O. Reifler  
1900 Summit Tower Boulevard Ste. 540  
Orlando, FL 32810

AMENDMENT - ARTICLE VIII – DEDICATION OF ASSETS

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 the purposes set forth in Article Three hereof. 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 or in opposition to any candidate of 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) 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 federal tax code. Notwithstanding any other provision or statement in these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

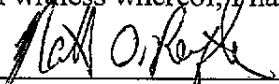
AMENDMENT ARTICLE IX – DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

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 the corresponding section of any future federal 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located,

Articles of Reinstatement and Amended Articles of Incorporation Continued

exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. The intent is to insure permanent dedication of assets of the corporation for exempt purposes as such term is defined and used in section 501(c)(3) of the Internal Revenue Code.

In witness whereof, I have hereunto subscribed my name this 22<sup>nd</sup> day of July 2002

  
Matt O. Reifler, Vice President/Director  
Vice Chair of the Board of Directors

CERTIFICATE OF REINSTATEMENT

Pursuant to 617.1007, Florida Statutes, the restatement contains amendments to the Articles of Incorporation which required Board approval. The approval for said amendments and restatements was adopted on June 21, 2002, at a Board Meeting which was properly noticed and attended and the number of votes cast for each amendment described was sufficient for approval. Each amendment had a unanimous vote of 6 to 0. There are no members or members entitled to vote on the amendment.