709091

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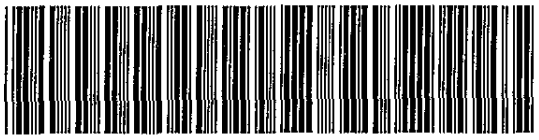
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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Amended and Restated Articles of Incorporation of The United States Tennis Association- Florida Section

DOCUMENT NUMBER: 709091

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bruce M. Boiko
(Name of Person)

Herzfeld & Rubin
(Name of Firm/ Company)

Brickell Bayview Centre, 80 S.W 8 Street, Suite 1920
(Address)

Miami, Florida 33130
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Bruce M. Boiko at (305) 381-7999
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ $35 Filing Fee

☑ $43.75 Filing Fee & Certificate of Status

☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

☐ $52.50 Filing Fee Certificate of Status (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 29, 2003

BRUCE M. BOIKO
HERZFELD & RUBIN
80 S.W. 8TH ST., STE.1920
MIAMI, FL 33130

SUBJECT: UNITED STATES TENNIS ASSOCIATION-FLORIDA SECTION, INC.
Ref. Number: 709091

We have received your document for UNITED STATES TENNIS ASSOCIATION-FLORIDA SECTION, INC. and check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 603A00068974

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
UNITED STATES TENNIS ASSOCIATION - FLORIDA SECTION, INC.

ARTICLE I
Name

The name of this corporation shall be United States Tennis Association - Florida Section, Inc.

ARTICLE II
Purpose

The general purpose of this corporation shall be to promote the game of tennis in the territory designated by the United States Tennis Association, Inc. as the Florida Section, currently comprising the State of Florida. The corporation shall operate exclusively for nonprofit purposes.

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TALLAHASSEE, FLORIDA

ARTICLE III
Powers

The powers of the corporation shall include and be governed by the following provisions:

Section 1: The corporation shall have all of the common law and statutory powers of a nonprofit corporation under the laws of the State of Florida which are not in conflict with the terms of these Articles and the Bylaws of the corporation.

Section 2: Notwithstanding any other provisions 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 pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV
Membership

The authorized number, qualifications and manner of admission of members of this corporation, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination of membership shall be established in the bylaws of this corporation. The classification and rights, including voting rights, of the various members may differ. Such classification and voting rights shall be established in the bylaws of this corporation.

ARTICLE V
Terms of Existence

The corporation shall have perpetual existence.

ARTICLE VI
Board of Directors

Section 1: Powers. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by or under the authority of, the board of directors.

Section 2: Number. The number of directors shall be determined from time to time in accordance with the bylaws, but shall never be less than three (3) directors, and, in the absence of any such determination, shall be three (3) directors.

Section 3: Election; removal. The directors shall be elected or removed in accordance with the procedure provided in the bylaws.

ARTICLE VII
By-Laws

The By-Laws of the corporation shall be made, altered, rescinded, added to, or new By-Laws may be adopted, at any annual or special meeting upon two-thirds (2/3) vote of the eligible members present and voting, or at any special meeting of the corporation called for that purpose. The procedure for amending the By-Laws shall be set forth in the By-Laws.

ARTICLE XI
Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended by a resolution adopted by the board of directors and presented to a quorum of the voting members of the corporation at any annual or special meeting of the members, provided that a copy of the proposed amendment has been sent with the notice of meeting. Any amendment or repeal shall require a vote of at least 2/3 of those eligible members (delegates) present and voting.

ARTICLE XII
Dissolution

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the residual assets of the corporation to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(4) of the Internal Revenue Code or corresponding sections

of the code as subsequently amended, or to the federal, state or local government for exclusively public purposes.

IN WITNESS WHEREOF, we the undersigned have hereunto set our hand this 15 day of December, 2003.

Signed, sealed and delivered
in the presence of:

Bruce M. Boiko, President

Paddi Valentine, Secretary

State of Florida
County of Miami-Dade

The foregoing instrument was acknowledged before me this 15th day of December, 2003 by Bruce M. Boiko, as President of the United States Tennis Association - Florida Section, Inc., on behalf of the corporation.

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
ADA R VENEREO-RICHEY
COMMISSION NUMBER
DD151533
MY COMMISSION EXPIRES
SEPT 15,2006

Notary Public

The foregoing instrument was acknowledged before me this 14 day of December, 2003 by Paddi Valentine, as Secretary of the United States Tennis Association-Florida Section, Inc., on behalf of the corporation.

Maritza De Los Santos
My Commission DD069677
Expires November 04, 2005

Notary Public

CERTIFICATE OF AMENDMENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNITED STATE TENNIS ASSOCIATION-FLORIDA SECTION, INC.

United States Tennis Association - Florida Section, Inc., a corporation of the State of Florida whose office is located at 1 Deuce Court, Suite 100, Daytona Beach, Florida, certifies pursuant to the provisions of Chapter 617, Florida Statutes, as amended, that a meeting of the members of said corporation called, in part, for the purpose of amending and restating the articles of incorporation, and held on December7, 2003, it was resolved by the vote of the holders of the required two thirds of the members voting that the articles of incorporation be amended and restated as set forth on Exhibit 1 attached hereto.

Signed: January 6, 2004.

United States Tennis association - Florida Section, Inc.

By: _____

Bruce M. Boiko, President