

712137

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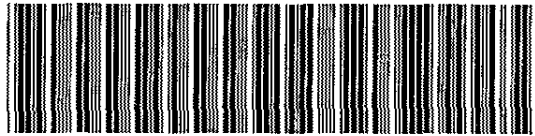
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*Amend, Rest, etc.*

C. Coulliette OCT 0 4 2006

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*The Official Fort Lauderdale  
Billfish Tournament Inc.*

Signature \_\_\_\_\_

Requested by: *WL*

Name \_\_\_\_\_

Date *10/4*

Time *8:30*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing *Showing Name Change*
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE  
OFFICIAL FORT LAUDERDALE BILLFISH TOURNAMENT, INC.  
(A corporation not for profit)

Pursuant to provisions of Chapter 617 Florida Statutes, the Official Fort Lauderdale Billfish Tournament, Inc., the "Corporation", a non profit, Florida Corporation, adopted the following amendments to its Articles of Incorporation.

The Corporation received its Charter on January 23, 1967 and it resolves hereby that the Articles of Incorporation be, and the same are hereby amended, and as amended said Articles state as follows:

ARTICLE - I  
NAME

The name of this corporation is changed and upon filing these Articles the name shall be: The Fort Lauderdale Billfish Tournament, Inc.

ARTICLE - II  
PURPOSE

The general purpose for which this corporation is organized is to promote boating, fishing, tourism and marine related activities in Fort Lauderdale and the South Florida area by organizing a fishing tournament that encourages participants to compete for reward, recognition and recreational enjoyment.

ARTICLE - III  
USE OF INCOME

Any monies received from the conduct of the Corporation's business shall be used for expenses of the Corporation and to promote the general purpose and objects of the Corporation.

ARTICLE - IV  
POWERS

The Corporation shall have no power to conduct any trade or business for pecuniary profit. Moreover, notwithstanding any of the provisions of these articles, the Corporations shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations except under Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended.

The Corporation shall possess and enjoy all rights, privileges, immunities and powers granted to corporations not for profit under the laws of the State of Florida including, but not limited to the following:

- a) Have succession by its Corporate name for the period set forth in its Articles

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of Incorporation and Amendments thereto.

- b) Sue and be sued and appear and defend in all actions and proceedings in its Corporate name to the same extent as a natural person.
- c) Adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "corporation not for profit".
- d) Elect or appoint a Board of Directors who shall appoint such officer and agents as its affairs shall require and allow them reasonable compensation.
- e) Adopt, change, amend and repeal By-Laws, not inconsistent with law or its Articles of the corporation and Amendments thereto, for the administration of the affairs of the Corporation and the exercise of its corporate powers.
- f) Increase or decrease, by vote of its members cast as the By-Laws may direct, the number of its members, Directors and agents.
- g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
- h) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted to corporations not for profit by the laws of the State of Florida in any state, territory, district, or possession of the United States or any foreign country.
- i) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests there under or therein.
- k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- l) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, will, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations whether for profit or not for profit, associations, partnerships or individuals, or direct or government, state, territory, governmental district, municipality, or of any agency thereof.
- m) Lend money for its corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so lent or invested.
- n) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
- o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE – V  
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE – VI  
BY-LAWS

The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE – VII  
MEMBERSHIP

Section 1 Members shall consist of representatives from the following interests:

- a) Organized nonprofit interests promoting fishing and boating.
- b) Charter boat owners, captains and crew.
- c) Marina owners, boatyards and employees.
- d) Hotel, motel, and innkeepers.
- e) Persons with business interests relating to fishing and boating.

Section 2 Membership shall be active on an annual basis. All members shall also serve on the Board of Directors of the Corporation. The Board of Directors may establish, based upon its sole discretion, from time to time, other forms of association to the Corporation such as, but not limited to, honorary or advisory committees, volunteer committees or sponsoring committees. The criteria for such other Committees shall be as decided by the Board of Directors and, once established, may be amended in the Board's sole discretion.

Section 3 Any member of the Board of Directors may be terminated in accordance with the By-Laws of the Corporation (Article IV, Section 8).

ARTICLE – VIII  
DIRECTORS AND OFFICERS

Section 1 Governing Body: The Governing body of this Corporation shall be a Board of Directors of at least three (3), but not more than nine (9) persons who shall serve a term of three years but whose term may be renewed by vote of the majority of the remaining Board Members.

Section 2 Quorum: The minimum number of Directors necessary to be present to conduct business for the Corporation at any duly noticed meeting of the Corporation shall be at least more than half (1/2) of the Board members.

Section 3 Powers: The decision of the Board of Directors in all Corporation matters shall be final. It shall have general control over all officers, shall elect the same, and may, subject to the By-Laws, declare any office vacant. It shall also have the power to establish any committee necessary or convenient, including an Executive committee, to effect any or all of the purposes for which the Corporation is organized. The Board of Directors shall have general control and authority over any such committees and it shall delegate to any committees such duties and responsibilities as it shall see fit. The Board shall constitute a Board of Appeal from the rulings of all officers and actions of all committees.

Section 4 Titles: The officers of this Corporation shall be as provided in the By-Laws.

#### ARTICLE IX

This Corporation's Board of Directors shall meet as necessary but there shall be an annual meeting as provided for in the By-Laws.

#### ARTICLE - X AMENDMENTS

The Board of Directors may later amend, revise add to or appeal or rescind these Articles of Incorporation at its pleasure by a majority vote of those members of the Board of Directors present at any meeting at which a quorum is present provided that written notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the Articles of Incorporation or adoption of the new Articles of Incorporation shall have been given at least four (4) days preceding the meeting at which time such amendments are to be considered.

#### ARTICLE - XI DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation all its assets shall be distributed to a non profit Corporation having similar purposes as this Corporation as determined by the vote of the Board of Directors.

#### ARTICLE XII SUBSCRIBERS

The names and addresses of those subscribing to these Amendments to the Articles of Incorporation are as follows:

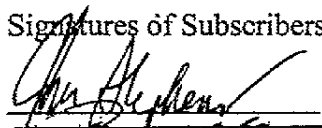

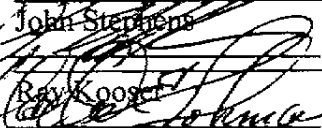

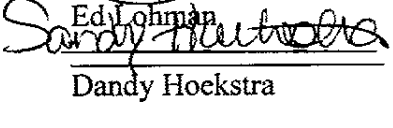
John Stephens      220 SW 32<sup>nd</sup> Street      Fort Lauderdale, FL 33315  
Jamie Strauss      820 sw 14<sup>th</sup> Court      Pompano, FL 33064  
Sandy Hoekstra  
Ed Lohman  
Ray Kooser

The President and Secretary of this Corporation be, and they are hereby authorized and directed to make, execute and acknowledge a Certificate under the corporate seal of this Corporation, embracing the foregoing amended articles of incorporation and to cause such Certificate to be filed and recorded in the office of the Secretary of State in the manner required by Florida Statutes.

These Amendments to the Articles of Incorporation were adopted at a combined meeting of the Board of Directors and the Membership held on 15<sup>th</sup> day of August, 2006, at which a quorum was present and the Amendments received at least an affirmative vote of two-thirds (2/3) of the members present.

Dated at Fort Lauderdale, Florida, this 15<sup>th</sup> day of August, 2006.

Signatures of Subscribers:

 John Stephens	 Jamie Strauss / Pres.
 Ray Kooser	
 Ed Lohman	
 Sandy Hoekstra	