

765027

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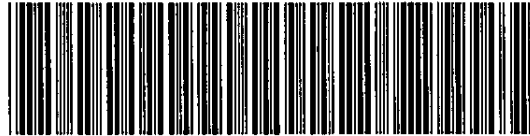
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cc/cus
Amend/Restated
@ 2/25/15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: World Sports, Inc.

DOCUMENT NUMBER: 765027

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

Please return all correspondence concerning this matter to the following:

Charles O. Morgan, Jr.

(Name of Contact Person)

Charles O. Morgan, Jr., PA

(Firm/ Company)

1300 NW 167th Street, Suite 3

(Address)

Miami, FL 33169

(City/ State and Zip Code)

waxer@attglobal.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles O. Morgan, Jr.

(Name of Contact Person)

at 305 624-0011

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|---|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 29, 2015

CHARLES O. MORGAN, JR.
CHARLES O. MORGAN, JR., P.A.
1300 NW 167TH STREET - STE. 3
MIAMI, FL 33169

SUBJECT: WORLD SPORTS, INC.
Ref. Number: 765027

We have received your document for WORLD SPORTS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 715A00001753

ARTICLES OF AMENDMENT AND RESTATEMENT
to
ARTICLES OF INCORPORATION
of
WORLD SPORTS, INC.

Document Number 765027

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment and restatement to its Articles of Incorporation:

"ARTICLE I
NAME OF THE CORPORATION

The name of this corporation is:

WORLD SPORTS, INC.

ARTICLE II
PURPOSES

The general nature of the objects and purposes of this corporation shall be:

1. To encourage professional and amateur athletes, their wives, ownership, management, media representatives and other to commit their lives to Jesus Christ and to share their faith.
2. To provide an opportunity for Christian teaching and worship for benevolent, charitable, religious, literary and/or educational purposes.
3. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the purposes herein stated and not for pecuniary profit.
4. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance or such causes and objects, or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts, or donations of property, real, personal or mixed, designated by the donors for causes or objects hereinabove mentioned, or any or either of them.

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5. The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3), and to obtain contributions and/or gifts which are deductible pursuant to Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that code.

6. The purposes for which this corporation is formed are not for financial gain, and no financial gain shall ever accrue to any member of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the Director to carry out the purpose of this corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

7. The foregoing purposes shall be construed as both objects and powers, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

8. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III NO MEMBERSHIP

The corporation shall have no members.

ARTICLE IV CORPORATE EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V OFFICERS

1. The Board of Directors shall appoint the officers, and the officers shall serve at the pleasure of the Board of Directors; provided, however, that any person dealing with the corporation shall be entitled to rely upon any documents signed on behalf of the corporation by its President, Vice-President, with its corporate seal thereto affixed and attested by its Secretary.

2. The officers of this corporation shall be a President, a Vice-President, a Treasurer, a Secretary, and such other assistant or administrative officers as may be determined by the Board of Directors from time to time as provided in the Bylaws.

ARTICLE VI BOARD OF DIRECTORS

The management and control of the corporation shall be vested in the Board of Directors whose number, powers, functions, jurisdiction, duties and responsibilities shall be as follows:

1. The present number of Directors shall be five (5). The minimum number of Director may be increased in accordance with the needs of the corporation as determined from time to time by the Board of Directors, but shall never be less than three (3).

2. Each member of the Board of Directors shall be a member of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

4. The Directors, as set forth herein, shall be deemed to have been set in office as of the time these amended Articles are approved and filed by the Secretary of State of the State of Florida. These Directors shall serve until the next annual election of Directors and until their successors shall have qualified or until their earlier resignation, removal or death. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as Directors for the ensuing year, are as follows:

<u>Name</u>	<u>Address</u>
AUSTIN CARR	1313 Ponce de Leon Blvd, Suite 200 Coral Gables, FL 33134
ROSS CARRIER	25140 Marsh Landings Pkwy Ponte Vedra Beach, FL 32082
EDWARD WAXER	PO Box 2607 Bonita Springs, FL 34133
HARPER DAVIDSON	4536 San Amaro Drive Coral Gables, FL 33146
CARY DRAKE	19 Ridgedale Avenue Summit, NY 07901

ROLAND A. SMITH

629 SW 6th Street NE -13
Pompano Beach, FL 33060

ARTICLE VII
BYLAWS

1. The Board of Directors of this corporation may provide such Bylaws of the conduct of this business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice any of the Bylaws, may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular or any special meeting called for that purpose.

ARTICLE VIII
AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the Directors called for that purpose, by a majority vote of those present.

2. Amendments may also be made at regular meetings of the Directors upon notice given, as provided in the Bylaws, of intention to submit such amendments.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

1. The principal office of this corporation is to be located at 9220 Bonita Beach Road, Suite 209, Bonita Springs, FL 34135. The mailing address of this corporation is PO Box 2607, Bonita Springs, FL 34133.

2. The name and business address of this corporation's registered agent is CHARLES O. MORGAN, JR., 1300 NW 167th Street, Miami, FL 33169.

ARTICLE X
NON-PROFIT STATUS

1. No part of the net earnings of the corporation shall inure to the benefit of any individual, officer, or Director.

2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT WHOM PROCESS MAY BE SERVED UPON

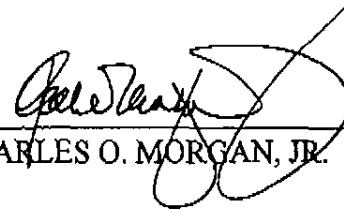
In pursuance of Chapter 608, Florida Statutes, the following is submitted in compliance with said Act:

That WORLD SPORTS, INC., a Florida not for profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at Miami, Florida, has named CHARLES O. MORGAN, JR., located at 1300 Northwest 167th Street, Suite 3, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above signed corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: _____


CHARLES O. MORGAN, JR.

ARTICLE XI POWERS

To the end that the foregoing purposes and any other related religious and charitable purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said religious, charitable, literary and educational purposes, this corporation shall have the power to:

1. Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the Directors; to receive donations, gifts, and endowments, and to administer to same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for religious, educational, literary and charitable purposes and not for pecuniary profit of the members.

2. Formulate and adopt Bylaws and to alter and rescind the same, provided, however, that said Bylaws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.

3. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

4. Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in Section 501(c)(3) of the Internal Revenue Service.

ARTICLE XII MEETINGS

1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of such meetings.

3. The percentage of the Directors necessary to constitute a quorum for the holding of any meetings shall be determined in the Bylaws.

ARTICLE XIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. This corporation may be dissolved only pursuant to the agreement of a majority of the Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to such organization or organizations organized and operated exclusively for religious, charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, if Miami-Dade County is then the location of the principal office of the corporation, or by Circuit Court (or equivalent thereof) or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to such organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government for a public purpose, and none of the assets will be distributed to any officer or Director of this corporation.

ARTICLE XIV
DEDICATION OF ASSETS

1. The property of this corporation is irrevocably dedicated to religious, charitable, literary and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director or officer thereof or to the benefit of any private individual, except for reasonable compensation for services actually rendered.

2. The corporation is formed not for financial gain, and no financial gain shall ever accrue to any director or officer of this corporation, nor any other person or institution in the conduct of same, but any receipts of this corporation in excess of the expenses of operating and maintaining same shall be applied by the Directors to carry out the purpose of this corporation or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

ARTICLE XV
SELF-DEALING

Any other provision hereof to the contrary notwithstanding:

1. The corporate income for each taxable year must be distributed at such time and such manner as not to subject the corporation to tax under Internal Revenue Code of 1954 Section 4942 as it now exists or as it may hereafter be amended.

2. The corporation is prohibited from engaging in any act of self-dealing (as defined in said Internal Revenue Code Section 4941 (d)), from retaining any excess business holding (as defined in said Internal Revenue Code 4943 (c)), from making any investments in such manner as to subject the corporation to tax under said Internal Revenue Code Section 4944, and from making any taxable expenditures (as defined in said Internal Revenue Code Section 4945 (d)).

The amendment and restatement was adopted by the Directors and the number of votes cast for the amendment and restatement were sufficient for approval.

Dated: 1-14-15



EDWARD WAXER, President

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2/10/15

Signature Edward Waxer

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Edward Waxer

(Typed or printed name of person signing)

President

(Title of person signing)