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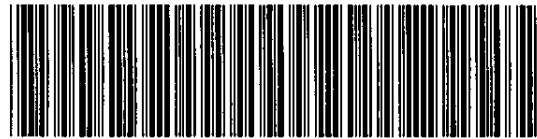
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09 JAN 20 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN 22 2009

EXAMINER

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
SOUTH FLORIDA FOOTBALL HOLDING, LLC,
a Florida limited liability company**

FILED
09 JAN 20 PM 3:34
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 608.411, Florida Statutes, the Articles of Organization of SOUTH FLORIDA FOOTBALL HOLDING, LLC, a Florida limited liability company, filed on December 12, 2008 under Document Number L08000113626 (hereinafter referred to as the "Company") are amended as set forth in these Articles of Amendment:

FIRST: Article IV is added to, and the following text is inserted in, the Articles of Organization of the Company:

**"ARTICLE IV
NFL LEGEND**

NATIONAL FOOTBALL LEAGUE POLICY HAS LIMITATIONS ON THE NUMBER AND TYPE OF PERSONS WHO MAY HAVE ULTIMATE DIRECT, INDIRECT, BENEFICIAL, CONTINGENT OR OTHER INTERESTS IN THE MIAMI DOLPHINS FRANCHISE (THE "FRANCHISE") AND PROHIBITS ANY DIRECT OR INDIRECT SALE, TRANSFER, ASSIGNMENT, PLEDGE, HYPOTHECATION, ENCUMBRANCE OR OTHER DISPOSITION OF, OR WITH RESPECT TO, THE FRANCHISE OR ANY DIRECT OR INDIRECT INTEREST THEREIN WITHOUT THE PRIOR CONSENT OF THE NATIONAL FOOTBALL LEAGUE, UNLESS SPECIFICALLY EXEMPTED FROM SUCH CONSENT PURSUANT TO THE CONSTITUTION AND BYLAWS OF THE NATIONAL FOOTBALL LEAGUE. PLEASE CONTACT THE NATIONAL FOOTBALL LEAGUE, LEAGUE COUNSEL, 280 PARK AVENUE, NEW YORK, NEW YORK 10017 TO DETERMINE THE APPLICABLE REQUIREMENTS."

SECOND: Article V is added to, and the following text is inserted in, the Articles of Organization of the Company:

**"ARTICLE V
PRECEDENCE OF LEAGUE POLICIES**

NOTWITHSTANDING ANY AGREEMENT TO THE CONTRARY, THESE ARTICLES OF ORGANIZATION AND ANY AND ALL OTHER ARRANGEMENTS BETWEEN OR AMONG THE PARTIES HERETO OR ANY ENTITY THAT

HAS ANY INTEREST, DIRECT OR INDIRECT, IN ANY PARTY HERETO WHICH RELATES TO THE OWNERSHIP OR OPERATION OF THE MIAMI DOLPHINS FRANCHISE (THE "FRANCHISE") AS A MEMBER CLUB OF THE NATIONAL FOOTBALL LEAGUE, ARE SUBJECT TO THE CONSTITUTION AND BYLAWS OF THE NATIONAL FOOTBALL LEAGUE, THE ARTICLES OF ASSOCIATION AND BYLAWS OF THE NFL MANAGEMENT COUNCIL, AND CERTAIN DECISIONS, RULINGS, RESOLUTIONS, ACTIONS AND OTHER MATTERS. THIS ARTICLE V AND ANY OTHER PROVISION HEREOF AFFECTING THE RIGHTS OF THE NATIONAL FOOTBALL LEAGUE MAY NOT BE AMENDED, WAIVED OR OTHERWISE ADVERSELY AFFECTED WITHOUT THE PRIOR WRITTEN CONSENT OF THE NATIONAL FOOTBALL LEAGUE, IN ITS SOLE DISCRETION, WHICH SUCH LEAGUE IS A THIRD-PARTY BENEFICIARY OF THE COVENANT AND AGREEMENT REFLECTED IN THIS ARTICLE. THE PARTIES HERETO WILL PROVIDE COPIES OF ANY PROPOSED AMENDMENTS HERETO TO THE NATIONAL FOOTBALL LEAGUE, 280 PARK AVENUE, NEW YORK, N.Y. 10017, ATTN: LEAGUE COUNSEL."

THIRD: Article VI is added to, and the following text is inserted in, the Articles of Organization of the Company:

**"ARTICLE VI
RESOLUTION OF NFL CONSENT LETTER CONFLICT**

IN THE EVENT OF ANY INCONSISTENCY OR CONFLICT BETWEEN THE TERMS AND PROVISIONS OF THESE ARTICLES OF ORGANIZATION AND THOSE CONTAINED IN THAT CERTAIN CONSENT LETTER DATED APRIL 9, 2008, AS SUPPLEMENTED AND MODIFIED BY THAT CERTAIN CONSENT LETTER DATED JANUARY 20, 2009, ISSUED BY THE NATIONAL FOOTBALL LEAGUE TO MIAMI DOLPHINS, LTD. AND THE OTHER PARTIES NAMED THEREIN (COLLECTIVELY, THE "CONSENT LETTER"), THE TERMS AND PROVISIONS OF THE CONSENT LETTER SHALL CONTROL."

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Organization on January 20, 2009.



Cris V. Branden, Vice President