

Division of Corporations

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N00000006972

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

OVERTOWN YOUTH CENTER, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 14, 2001

OVERTOWN YOUTH CENTER, INC.
430 GRAND BAY DRIVE SUITE 1004
KEY BISCAYNE, FL 33149

SUBJECT: OVERTOWN YOUTH CENTER, INC.
REF: N00000006972

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

The document must state that there are no members or members entitled to vote.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6880.

Karen Gibson
Corporate Specialist

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Karen Gibson
Corporate Specialist

FAX Aud. #: H01000016766
Letter Number: 101A00008924

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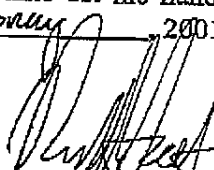
CERTIFICATE

The undersigned, Assistant Secretary of Overtown Youth Center, Inc., a Florida not-for-profit corporation (the "Corporation"), does hereby certify that:

At a special meeting of the Board of Directors of the Company duly and regularly held in accordance with its By-Laws on the 12th day of February, 2001, at which a quorum was present and voting, the following Resolution was unanimously adopted, and the same has not been revoked, canceled, annulled or amended in any manner and are in full force and effect on the date hereof:

"RESOLVED, that the attached Amended and Restated Articles are hereby adopted as the Corporation's Articles of Incorporation and that the existing Articles of Incorporation are hereby superseded and of no further effect or efficacy and same does not contain any amendments requiring member approval. There are no members or members entitled to vote."

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed the corporate seal of the Company on this 14 day of February, 2001.



Ronald R. Fieldstone, Asst. Secretary

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
OVERTOWN YOUTH CENTER, INC.,
a Florida corporation, not for Profit**

The undersigned, acting as incorporator of **OVERTOWN YOUTH CENTER, INC.**, under the Florida Not For Profit Corporation Act, organized under the laws of the State of Florida on October 19, 2000, hereby certifies that on February 13, 2001, the Directors of the Corporation have signed a consent in writing adopting the following amendment to the Certificate of Incorporation. The number of votes cast in favor of the amendment was unanimous.

**ARTICLE I
NAME**

The name of the corporation is Overtown Youth Center, Inc., (hereinafter referred to as the "Corporation"), a Florida corporation not for profit.

**ARTICLE II
TERM**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III
INCORPORATION**

The name and street address of the incorporator is as follows:

Martin Z. Margulies
Overtown Youth Center, Inc.
430 Grand Bay Drive, Suite 1004
Key Biscayne, Florida 33149

**ARTICLE IV
PURPOSE**

(a) The Corporation is organized and shall be operated exclusively for charitable, educational and community purposes, within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

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(b) Included among the charitable, educational and community purposes for which the Corporation is organized and operated exclusively, as qualified and limited by other provisions of these Articles of Incorporation, are the following:

1. To develop and operate a facility to be known as "Overtown Youth Center" to include both educational and sports components.

2. The Corporation intends to enter into a Lease Agreement with the City of Miami to lease a portion of Gibson Park and to cause the Overtown Youth Center to be developed and be responsible for the operation and maintenance of same.

ARTICLE V

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, directors or other private individuals, except that the Corporation shall be authorized and empowered to reimburse for properly vouchered out-of-pocket expenses and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

The assets of the Corporation shall be permanently and exclusively dedicated to charitable, educational or community purposes within the meaning of Section 501(c)(3) of the Code. Upon the liquidation, dissolution or winding-up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to organizations that are in existence at such time and qualify as exempt organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, such Court to

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be one which has competent jurisdiction over both the Corporation and the assets to be disposed of, exclusively for the charitable, educational or community purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of the directors of the Corporation shall be no less than three (3) nor more than nine (9). The method of election of Directors shall be stated in the Bylaws of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the first members of the Board of Directors are as follows:

Name

- | | |
|---------------------|--|
| Martin Z. Margulies | 430 Grand Bay Drive, Suite 1004
Key Biscayne, Florida 33149 |
| Shannon Selby | 430 Grand Bay Drive, Suite 1004
Key Biscayne, Florida 33149 |
| Alonzo Mourning | c/o Zo's Summer Groove
430 Grand Bay Drive, Suite 1004
Key Biscayne, Florida 33149 |

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in

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connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE IX

MEMBERSHIP

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws.

ARTICLE X

BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by a majority of the Members of the Corporation.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

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ARTICLE XII

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this Corporation is Ronald R. Fieldstone, whose address is 201 Alhambra Circle, Suite 601, Miami, Florida 33134.

ARTICLE XIII

PRINCIPAL OFFICE ADDRESS

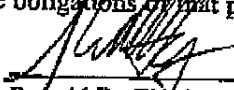
The initial principal office of the corporation shall be located at 430 Grand Bay Drive, Suite 1004, Key Biscayne, Florida 33149.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 12 day of February, 2000, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


MARTIN Z. MARGULIES, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Overtown Youth Center, Inc. in the foregoing Articles of Incorporation, I, on behalf of Overtown Youth Center, Inc., a Florida not-for-profit corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


Ronald R. Fieldstone

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