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Of Counsel  
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\* Also admitted in Texas

December 20, 2001

Via FedEx

Florida Department of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
**Attention: Amendments**

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-12/21/01--01051--009  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Amended and Restated Articles of Incorporation of South Florida Chiefs, Inc., a Florida  
not-for-profit corporation  
Our file no. 9492.1000

Dear Ladies and/or Gentlemen:

Enclosed are two (2) copies of the Articles of Incorporation for the above referenced corporation,  
together with my remittance in the total sum of \$43.75 to cover cost of filing fees and a certified copy of  
same. Please return one (1) certified copy of the Articles of Incorporation to the undersigned in the self-  
addressed FedEx envelope provided herein.

Thank you for your attention and cooperation in this matter.

Very truly yours,

SEILER & SAUTTER

*C. Christian Sautter*  
C. Christian Sautter

Encls.

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*gave authority  
to make corrections  
under approval  
as 1-2-02*

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TALLAHASSEE, FLORIDA

*all 1-2-02  
amend  
restated*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SOUTH FLORIDA CHIEFS, INC.**

In Compliance with Chapter 617, F.S. (Not-For-Profit)

C. Christian Sautter hereby certifies that;

1. He is the duly elected and acting Secretary of : South Florida Chiefs, Inc., a Florida not-for-profit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows;

**ARTICLE I - NAME**

The name of the Corporation is: **South Florida Chiefs, Inc.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 1230 Southwest 2<sup>nd</sup> Street, Plantation, Florida 33325.

**ARTICLE III - PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IV - MANNER OF ELECTION**

The manner in which directors are elected or appointed is:

The directors named in these Articles shall serve until the first election of directors, and any vacancy in their number occurring before the first election shall be filled by the

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remaining directors. Additional directors may be added, and existing directors reelected, by the unanimous, affirmative vote of the existing Board of Directors. Any director may be removed by the affirmative vote of at least two-thirds of the existing Board of Directors.

#### **ARTICLE V - INITIAL DIRECTORS/OFFICERS**

The names(s), address(es) and titles(s) of the Corporation's initial directors and officers:

<b>Name:</b>	<b>Address:</b>	<b>Title:</b>
Stephen Strand	12550 Southwest 2 <sup>nd</sup> Street Plantation, Florida 33325	Director/President
Robert Biasotti	2761 Northeast 25 <sup>th</sup> Terrace Boca Raton, Florida 33431	Director/ Vice President
Renio Strand	12550 Southwest 2 <sup>nd</sup> Street Plantation, Florida 33325	Director/Secretary/ Treasurer

#### **ARTICLE VI - REGISTERED OFFICE/AGENT**

The name and Florida street address of the registered agent is: C. Christian Sautter, Esq., 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306.

#### **ARTICLE VII - APPROVAL**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute.

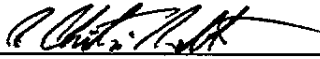
These Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors of this Corporation, there are no members or members entitled to vote on the amendment.

These Amended and Restated Articles of Incorporation have been duly adopted in accordance with the provisions of Section 617.1001 of the Florida Business Corporation Act by the Board of Directors of the Corporation on December 11, 2001, in accordance with Section 617.1002 of the Florida Business Corporation Act and written notice of such was given by the Corporation in accordance with said Section 617.1002.

{signature on following page}

IN WITNESS WHEREOF, South Florida Chiefs, Inc., has caused these Amended and Restated Articles of Incorporation to be signed by the Secretary in Fort Lauderdale, Florida, this 18<sup>TH</sup>, day of December, 2001.

**SOUTH FLORIDA CHIEFS, INC.,**  
a Florida not-for-profit corporation

By:   
C. Christian Sautter  
Secretary