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FILED  
04 SEP 20 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated Cert.

9/5  
6/21

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**YEEND & CASTAÑEDA, LLP**  
*Accountants & Tax Specialists*

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August 20, 2004

Division of Corporations  
Amendments Section  
PO Box 6327  
Tallahassee, FL 32314

RE: Florida Youth Basketball Association, Inc.

Gentlemen:

We are the accountants for Florida Youth Basketball Association, Inc.

Attached are the amended and restated Articles of Incorporation for Florida Youth Basketball Association, Inc. (FYBA) executed by FYBA's Board of Director.

Attached is our check of \$43.75 consisting of the filing fee of \$35.00 and payment of \$8.75 for a certified copy which should be sent to my attention at:

Yeend & Castaneda, LLP  
1109 South Congress Ave  
West Palm Beach, FL 33406

If you have any questions, please call me at (561) 642-4200 or (561) 756-5674.

Thank You.

Sincerely,



Mo Khan  
Partner



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 2, 2004

MO KHAN  
YEEND & CASTANEDA, LLP  
1109 S. CONGRESS AVE.  
W. PALM BEACH, FL 33406

*Rec'd 9/20*

SUBJECT: FLORIDA YOUTH BASKETBALL ASSOCIATION, INC.  
Ref. Number: N03000009412

We have received your document for FLORIDA YOUTH BASKETBALL ASSOCIATION, INC. and your check(s) totaling \$43.75. 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.

Bylaws are not filed with this office. Please retain them for your records.

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) 245-6909.

Velma Shepard  
Document Specialist

Letter Number: 704A00053259

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**YEEND & CASTAÑEDA, LLP**  
*Accountants & Tax Specialists*

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September 15, 2004

Velma Shepard, Document Specialist  
Florida Department of State  
Division of Corporations  
Amendments Section  
PO Box 6327  
Tallahassee, FL 32314

RE: Florida Youth Basketball Association, Inc.  
Ref. #: N03 0000 9412

Dear Ms. Shepard:

We are the accountants for Florida Youth Basketball Association, Inc.

This letter is in response to your letter, dated September 2, 2004 (Letter # 704A 000 53259), a copy of which is attached.

We have added one of the statements (no amendments requiring member approval) to the first paragraph of the restated Articles of Incorporation.

Also attached is the revised, restated Articles of Incorporation for Florida Youth Basketball Association, Inc. (FYBA) executed by FYBA's Board of Director.

Please send a certified copy to my attention at:

Yeend & Castaneda, LLP  
1109 South Congress Ave  
West Palm Beach, FL 33406

If you have any questions, please call me at (561) 642-4200 or (561) 756-5674.

Thank you.

Sincerely,



Mo Khan  
Partner

Enclosures:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**FLORIDA YOUTH BASKETBALL ASSOCIATION, INC.**  
(A Florida corporation, not for profit)

FILED  
04 SEP 20 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617 of the Laws of the State of Florida, the undersigned Corporation hereby adopts the following Articles of Incorporation amending and restating in their entirety the Articles of Incorporation filed with the Florida Department of State on October 29, 2003, as amended to date. The restatement was adopted by said Corporation's board of directors and does not contain any amendments requiring member approval. The Amended and Restated Articles of Incorporation hereinafter appearing correctly set forth without change the provisions of the Articles of Incorporation and all amendments thereto.

ARTICLE I

Name and Location of Principal Office

The name of the corporation is FLORIDA YOUTH BASKETBALL ASSOCIATION, INC., a Florida corporation, not for profit. Its principal office of business shall be at 9868 Sandal Foot Boulevard, #122, Boca Raton FL 33428, with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

## ARTICLE II

### Incorporators

<sup>These 16</sup>  
The name and address of the incorporator of the Articles of Incorporation is as follows:

Allan Bleacher, 9868 Sandal Foot Boulevard, #122, Boca Raton FL 33428.

## ARTICLE IV

### General Purposes

The corporation is formed exclusively for such purposes as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954 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.

Within the scope of the foregoing, the corporation is specifically organized to operate a recreational youth basketball league and conduct such ancillary activities to benefit the league and its operation.

The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

Said corporation is organized exclusively for educational purpose, including, for such purposes, the making of distributions to corporations that qualify as exempt corporations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## 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: (1) A corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law; or (2) A corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 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 members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) 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 Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or such corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII

### Management of Corporate Affairs

Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time by the By-Laws but shall never be less than three (3). The initial directors' names and addresses are as follows:

Allan Blecher, 9868 Sandal Foot Boulevard, #122, Boca Raton FL 33428

Lance Bradford, 9868 Sandal Foot Boulevard, #122, Boca Raton FL 33428

Don Domino, 9868 Sandal Foot Boulevard, #122, Boca Raton FL 33428

Howard Mintz, 9868 Sandal Foot Boulevard, #122, Boca Raton FL 33428

John Van Dusen, 9868 Sandal Foot Boulevard, #122, Boca Raton FL 33428

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held. The method of selection of Directors is stated in the By-Laws of this corporation.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

#### ARTICLE VIII

##### Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting for, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer). The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

#### ARTICLE IX

##### Membership

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the board of Directors. Qualification for membership shall be satisfied by all persons expressing

an interest in the purposes of the corporation and who have volunteered significant amounts of time to the activities of the basketball league.

The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Directors of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the By-Laws.

#### ARTICLE X

##### By-Laws

The Board of Directors of the corporation may provide such By-Laws 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 By-Laws 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 Corporation Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Directors 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 after receiving an affirmative vote of the majority of the Board of Directors.

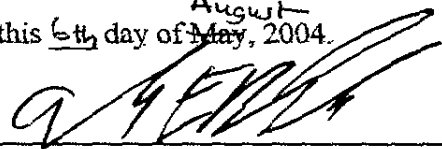
#### ARTICLE XII

##### Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is Allan Blecher,

9868 Sandal Foot Boulevard, #122, Boca Raton FL 33428.

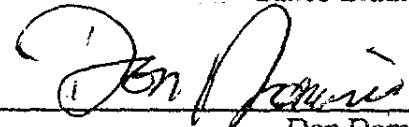
IN WITNESS WHEREOF, we the undersigned directors, have hereunto signed our names these Amended and Restated Articles of Incorporation on this <sup>August</sup> ~~6th~~ day of ~~May~~, 2004.



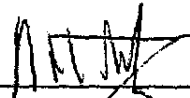
Allan Bleecher



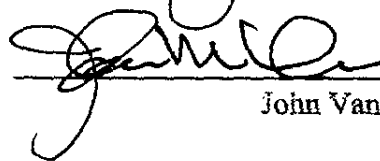
Lance Bradford



Don Domino

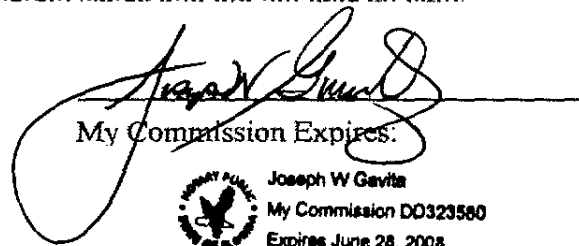


Howard Mintz



John Van Dusen

I HEREBY CERTIFY that on this 6 day of August, 2004, personally appeared before me, to administer oaths and take acknowledgements. Allan Bleacher, who is personally known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of FLORIDA YOUTH BASKETBALL ASSOCIATION, INC. (A Florida Corporation, not for profit), and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated and did not take an oath.





My Commission Expires:

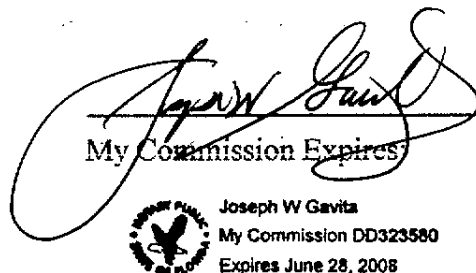



Joseph W. Gavita  
My Commission D0323580  
Expires June 28, 2008



I HEREBY CERTIFY that on this 6 day of August, 2004, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements. Lance Bradford, who is personally known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of FLORIDA YOUTH BASKETBALL ASSOCIATION, INC. (A Florida Corporation, not for profit), and acknowledged to and before me that he signed and executed, such instrument for the uses and purposes therein stated and did not take an oath.

  
My Commission Expires:  
Joseph W Gavita  
My Commission DD323580  
Expires June 28, 2008  


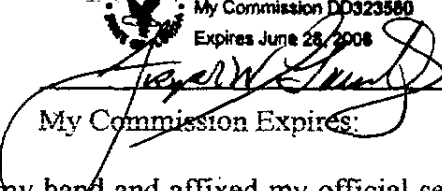

I HEREBY CERTIFY that on this 6 day of August, 2004, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements. Don Domino, who is personally known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of FLORIDA YOUTH BASKETBALL ASSOCIATION, INC. (A Florida Corporation, not for profit), and acknowledged to and before me that he signed and executed, such instrument for the uses and purposes therein stated and did not take an oath.

  
My Commission Expires:  
Joseph W Gavita  
My Commission DD323580  
Expires June 28, 2008  


I HEREBY CERTIFY that on this 6 day of August, 2004, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements. Howard Mintz, who is personally known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of FLORIDA YOUTH BASKETBALL ASSOCIATION, INC. (A Florida Corporation, not for profit), and acknowledged to and before me that he signed and executed, such instrument for the uses and purposes therein stated and did not take an oath.

  
My Commission Expires:  
Joseph W Gavita  
My Commission DD323580  
Expires June 28, 2008  


I HEREBY CERTIFY that on this 6 day of August, 2004, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements. John Van Dusen, who is personally known to me to be the individual described in and who executed the foregoing instrument as Subscriber to the Articles of Incorporation of FLORIDA YOUTH BASKETBALL ASSOCIATION, INC. (A Florida Corporation, not for profit), and acknowledged to and before me that she signed and executed, such instrument for the uses and purposes therein stated and did not take an oath.

  
My Commission Expires:  
Joseph W Gavita  
My Commission DD323580  
Expires June 28, 2008  


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at West Palm Beach, County of Palm Beach, State of Florida, the day and year last above written.

  
My Commission Expires:  
Joseph W Gavita  
My Commission DD323580  
Expires June 28, 2008  
