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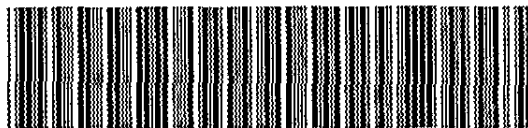
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: American Foundation of Arts and Athletics, Inc.

DOCUMENT NUMBER: N03000010642

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

Please return all correspondence concerning this matter to the following:

Peter L. Schnell

(Name of Contact Person)

American Foundation of Arts and Athletics, Inc.

(Firm/ Company)

7015 Beracasa Way Suite 206

(Address)

Boca Raton, FL 33433

(City/State/ and Zip Code)

For further information concerning this matter, please call:

Peter Schnell

(Name of Contact Person)

(561) 338-5344 (Offi)

at (954) 815-0533 (Cell)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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(Additional copy is
enclosed)

☒ \$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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

American Foundation of Arts and Athletics, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

NO 30000 10642
(Document number of corporation (if known))

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

| | | | |
|-------|--------|-------------|-----------|
| Added | Page 1 | Article I | Section 4 |
| Added | Page 2 | Article III | Section 6 |

| | | | |
|---------|--------|-------------|-----------|
| Amended | Page 3 | Article IV | Section 1 |
| Amended | Page 7 | Article XII | Section 2 |

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: August 2, 2004

Effective date if applicable: August 2, 2004
(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 was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 2ND day of August, 2004

Signature

Peter L. Schnell

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

Peter L. Schnell

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

FILING FEE: \$35

**AMERICAN
FOUNDATION
OF
ARTS
AND
ATHLETICS
INC.**

-ARTICLE I

Name, Service Area, Purpose and Incorporation

Section 1

The name of this Corporation shall be the American Foundation of Arts and Athletics, Inc.

Section 2

The geographic service area of this Corporation, as defined in the Articles of Incorporation shall include all of the United States.

Section 3

The effective date of the Certificate of Incorporation shall be the date of filing.

Section 4

The American Foundation of Arts and Athletics 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.

ARTICLE II

General Purposes

Section 1

The American Foundation of Arts and Athletics, Inc. is a corporation made up of individuals joined to sponsor and develop programs and activities for the better understanding and appreciation of the arts and athletics by all people regardless of age, color, creed, religion, or ability.

Section 2

The American Foundation of Arts and Athletics, Inc. will be a consultant to other non profits as relates to their ability to raise capital, conduct business, or any other pertinent important decisions to be made.

Section 3

The American Foundation of Arts and Athletics, Inc. will provide activities for the physically and mentally challenged.

ARTICLE III

Membership

Section 1

Any person of good moral character who is in sympathy with its purpose may become a member of the Corporation in accordance with such provisions as may be established by their By-laws and the Board of Directors.

Section 2

Voting Members: A Voting Member shall be all those members who are twenty-one years of age or older who are a current member and who participate in the activities of the Corporation at the time of any given election.

Section 3

Nominating Committee: At the November meeting the President shall appoint a Nominating Committee consisting of three (3) members of the Board of Directors to submit a list of candidates, the number being the number of vacancies.

Section 4

Members: Members of the Board of Directors shall be elected at the meeting following their nomination. Members shall be elected for a term of three (3) years. Members of the Board may serve for a maximum of 9 years consecutively.

Section 5

Holding of Office and Membership on the Board of Directors: To seek election to and to subsequently serve as a member of the Board of Directors or an Officer thereof, the candidate must be a person of good moral character who is in sympathy with its purpose.

Section 6

Net Earnings: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or private persons, except that the organization 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 organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

Directors and Officers

Section 1

Composition: The Board of Directors of this Corporation shall consist of not more than nine members, all of whom are over 21 years old and shall be voting members in good standing of this Corporation.

Section 2

Officer Nominations: At the November meeting of the Board of Directors, the President shall appoint a nominating Committee of three (3) members of the Board whose terms do not expire within that calendar year, to nominate, from among the members of the Board, officers thereof. Any Board member of the Corporation may present to this Nominating Committee or from the floor at the time of the election, any qualified Board Member as a candidate. The positions shall be: President, Vice-President, Secretary, and Treasurer. The election of these officers shall take place at the next meeting of the Board of Directors.

Section 3

Vacancies: A vacancy in any office of the Board of Directors may be filled by majority vote of those present at any regular or special meeting of the Board.

Section 4

Voting shall require the majority vote of those present. The Nominating Committee Chairman shall supervise such an election, except that in the case when he is a candidate, another member of the Board shall be appointed to conduct the election.

Section 5

A. The Board of Directors shall annually designate a regular time and place of meeting announced at least five (5) days prior to each meeting. There will be at least six (6) meetings of the Board of Directors each year.

B. Special meetings of the Board of Directors may be called by the President, or upon written request of three (3) Board members to be submitted to the Secretary. Written notice of this meeting, and the purpose(s) thereof, must be mailed to all Board members no later than four (4) days prior to such a meeting. The time and place shall also be stated therein. No business shall be transacted there at except that which is specified in the notice.

Section 6

Dismissal: Officers and Directors may be removed from office in the following manner: Any member, Officer or Director may present charges against a Director or Officer by filing them in writing with the Secretary of the Corporation. All complaints will be directed to a Grievance Committee within one month of their filing, designated by the Officers of the Corporation as impartial and unbiased. The Grievance Committee will investigate all charges and will make recommendations to the Executive Board, who will then determine whether formal charges shall be made or whether the charges will be dropped. The Grievance Committee shall not be part of the governing body involved in the final disposition. The Director/Officer against whom such charges have been presented shall be informed, in writing, of such charges at least ten (10) days prior to the meeting and shall have the opportunity at such meeting to be heard in person and to present witnesses, and the person or persons presenting such charges against him shall have the same opportunity. If the removal of a Director is approved, such action shall also vacate any other office held by that removed Director in the Corporation.

Section 7

Quorum: One-third of the members of the Board of Directors shall constitute a quorum at any given meeting of the Board. The affirmative vote of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board except in cases of financial expenditures where the affirmative vote of one third of the entire Board shall be required to approve such measures.

ARTICLE V

Duties of Directors

Section 1

The Board of Directors, subject to the restrictions of the law, the Articles of Incorporation and these By-Laws, shall exercise all of the powers of the Corporation and without prejudice to or limitation upon their general powers, it is hereby expressly provided that the Board of Directors shall have, and are hereby given, full power and authority in respect to the matters as hereinafter set forth to be exercised by Resolution duly adopted by the Board:

A. The primary responsibility of the Board of Directors shall be to make the (1) planning and policy decisions, (2) assist in the fund raising activities to finance those decisions, (3) monitor the implementation of its decisions, and (4) provide a broad based sanction for the Foundation in the community.

B. To elect the officers of the Board, remove from office such Officers or Directors of the Corporation, prescribe such duties and designate such powers as may not be inconsistent with these By-Laws.

C. To borrow from any source, money, goods or services and to make and issue notes and other negotiable or non-negotiable instruments evidencing indebtedness of the Corporation; to make and issue mortgages, deeds of trust, pledges or revenue, trust agreements, security agreements and financing statements and other instruments evidencing as security interest in the assets of the Corporation; and, to do every act and thing necessary to effectuate the same.

D. To prescribe, adopt and amend from time to time such equitable uniform rules and regulations as, in its discretion, may be deemed essential or convenient for the conduct of the business and affairs of the Corporation and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.

E. To order, at least once a year, an audit of the books and accounts of the Corporation by a competent public auditor or accountant. The report prepared by such auditor or accountant shall be submitted to the members of the Corporation at their annual meeting, together with a proposed budget for the ensuing year. Copies of such audits and budgets shall be submitted to such parties as may be required by other agreements.

F. To require all Officers, agents and employees charged with the responsibility for the custody of any funds of the Corporation to give adequate bonds, the cost thereof to be paid by the Corporation, and it shall be mandatory upon the Directors to so require.

G. To select from one or more banks to act as depositories of the funds of the Corporation and to determine the manner of receiving, depositing, and disbursing the funds of the Corporation and the form checks and the person or persons by whom the same shall be signed, with the power to charge such banks and the person or persons signing checks and the form thereof at will.

ARTICLE VI

Duties of Officers

Section 1

Duties of the President: It shall be the duty of the President to preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee of the Board. He shall appoint all committees of the Board and shall designate the Chairman of all such committees. He shall serve ex-officio as a member of all other committees of the Board but have no vote. He shall, with the Secretary, sign all legal papers of the Corporation authorized by the Board of Directors.

Section 2

The Vice-President: In the absence or disability of the President, the Vice-President shall perform the duties of the President, provided, however, that in case of death, resignation or disability of the President, the Board of Directors may declare the office vacant and elect his successor.

Section 3

Treasurer: The Treasurer shall keep a record of and perform such duties with respect to the finances of the Corporation as may be prescribed by the Board of Directors. He shall make all reports required by law and shall perform such other duties as may be required of him by the Corporation or the Board of Directors. Upon election of his successor, the Treasurer shall turn over to him all books and other property belonging to the Corporation that he may have in his possession.

Section 4

Secretary: The Secretary or his designee shall keep a complete record of all meetings of the Corporation and of the Board of Directors. He shall attest the President's signature on all papers pertaining to the Corporation unless otherwise directed by the Board of Directors. He shall serve, mail or deliver all notices required by law and by these By-laws, and shall make a full report of all matters and business pertaining to his office to the members at such other time(s) as the Board of Directors may require. He shall keep the corporate seal and membership certificate records of the Corporation complete and attest to all certificates issues and affix said corporate seal to all papers requiring seal. Upon the election of his successor, the Secretary shall turn over to him all books and other properties belonging to the Corporation that he may have in his possession.

ARTICLE VII

Corporate Seal

Section 1

The seal of the Corporation shall have inscribed thereon the name of the Corporation and the year of its organization.

Section 2

The Secretary of the Corporation shall have custody of the seal.

Section 3

The seal may be used for causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VIII

Fiscal Year

Section 1

The fiscal year of this Corporation shall begin each year on the first day of January and terminate on the last day of December.

ARTICLE IX

Committees

Section 1

The President shall within thirty (30) days after having assumed that position, appoint all standing or ad hoc committees of the Board and shall designate the Chairman thereof with the approval of the Board of Directors. Committees may be made up of members of the Board of Directors of the Foundation. Each standing or ad hoc committee shall keep minutes of its meetings and file the same in the Corporation office. It shall not enter into any contract nor incur any indebtedness nor financial obligation of any kind except under authority of the Board of Directors. It shall have power to appoint such subcommittees for carrying on the work under its direction, as it may deem necessary.

Section 2

Organization: All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President of the Board of Directors, except otherwise provided in these By-laws.

Section 3

President: The President of the Board of Directors shall be ex-officio, a member of all standing committees and shall be notified of their meetings in advance.

ARTICLE X

Rules of Procedures

Section 1

This organization in the conduct of all matters shall follow Robert's Rules of Order.

ARTICLE XI

Amendments

Section 1

These By-laws may be altered or amended at any regular or special meeting of the Board, by two-thirds vote of the Board members present, provided a copy of the proposed amendment was mailed to all Board members together with a notice of the meeting at least ten (10) days prior to the date thereof or provided that proposed alteration or amendment was presented at the previous meeting of Board members.

ARTICLE XII

Dissolution

Section 1

The duration of the corporation's existence shall be perpetual.

Section 2

Upon the dissolution of the organization, 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 deposited by the Court of Common Pleas 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.

Amended: August 2, 2004