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Division of Corporations

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**MIAMI FIELD HOCKEY ASSOCIATION INC.**

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**AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF  
MIAMI FIELD HOCKEY ASSOCIATION INC.**

The undersigned, being all of the Directors of MIAMI FIELD HOCKEY ASSOCIATION INC., under Section 617.1007 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986<sup>1</sup> submits the following Restated Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the Corporation is MIAMI FIELD HOCKEY ASSOCIATION INC. (the "Corporation").

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The Corporation's principal place of business and mailing address shall be:

1280 NE 124 St.  
North Miami, Florida 33181

The Board of Directors may from time to time move the principal place of business and mailing address office of the Corporation to any other addresses in the State of Florida.

**ARTICLE III**  
**DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of the original Articles of Incorporation with the Florida Department of State on January 14, 2005 and effective on January 10, 2005.

<sup>1</sup> Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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**ARTICLE IV**  
**PURPOSES**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, testing for public safety, literary or educational, to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the Code) and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"); more specifically, to engage in any and all activities related to the promotion and furtherance of the sport of field hockey. In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE V**  
**POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

**ARTICLE VI**  
**MEMBERSHIP**

The Corporation shall have no members.

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**ARTICLE VII**  
**DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with Bylaws adopted for the Corporation. The Corporation shall never have less than three (3) members of the Board of Directors. The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors have been duly elected and qualified, are:

Evangeline S. Monroe  
Mara Judith Grossi  
Georgina O'Neill  
Yvonne Storey

**ARTICLE VIII**  
**OFFICERS**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by Bylaws adopted for the Corporation. Officers shall be elected by the Board of Directors in the manner set forth in Bylaws adopted for the Corporation. The names and addresses of the initial officers are:

<u>Name and address</u>	<u>Office</u>
Evangeline S. Monroe 130 S.W. 24 <sup>th</sup> Road Miami, FL 33129	President
Mara Judith Grossi 831 16 ST., #21 Miami Beach, FL 33139	Vice President
Georgina O'Neill 1280 NE 124 ST. North Miami, FL 33161	Treasurer
Yvonne Storey 1250 South Miami Ave., Apt. 1902 Miami, FL 33130	Secretary

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**ARTICLE IX**  
**BYLAWS**

The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Directors may deem necessary from time to time.

**ARTICLE X**  
**AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed by resolution of the Board of Directors or by the officers of the Corporation and shall be approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with Bylaws adopted for the Corporation.

**ARTICLE XI**  
**LIMITATIONS ON ACTIONS**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any members, trustees, officers, directors or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth above. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, trustees, directors or officers or any other private persons, and the private property of any members, trustees, directors or officers or any other private person shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of

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any subsequent Revenue Laws), it shall not fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws); engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of by subsequent Revenue Laws); retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws); make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

**ARTICLE XII**  
**DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding provisions of any future Revenue Law), as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any member, trustee, officer or director of the Corporation or any other private person. Any such assets not so 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 to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XIII**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 542 Washington Avenue, Miami Beach, FL 33139, and the name of the registered agent at such address is Georgina O'Neill.

I, Georgina O'Neill, hereby accept to be the Company's Registered Agent and understand my duties related thereto.

  
\_\_\_\_\_  
Georgina O'Neill

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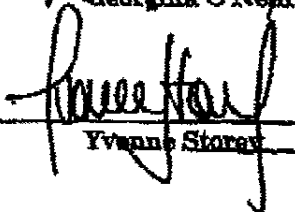
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IN WITNESS WHEREOF, the undersigned directors have executed these Amended and Restated Articles of Incorporation as of the 4th day of August, 2006.

  
Evangeline S. Monroe

  
Mara Judith Grossi

  
Georgina O'Neill

  
Yvonne Storey

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