

N05000008548

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Amended &

09/09/05 - 010123--015 **85.00

*Restated
Articles*

FILED
05 SEP -9 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 SEP -9 PM 12:01
TALLAHASSEE, FLORIDA

*OK
9/13/05*

400789, 01048, 00672

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FLYAA, Inc.

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature _____

Requested by: WL

Name

Date 9/9

Time 11:00

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 9, 2005

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32301

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

SUBJECT: FLYAA, INC.
Ref. Number: N05000008548

We have received your document for FLYAA, INC. and your check(s) totaling \$35.00. 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.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 705A00056113

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
05 SEP 12 PM 2:25
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION FILED

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

05 SEP -9 PM 4: 01

ARTICLE I NAME

The name of the corporation shall be:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLYAA, Inc. The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o S. Davis & Associates P.A.
2521 Hollywood Boulevard
Hollywood, FL 33020

ARTICLE III PURPOSE

The purpose for which the corporation is organized:

1. To increase youth participation in greater South Florida athletics.
2. To enhance exposure of South Florida Youth Athletic Association throughout the state and the country.
3. To ease the financial burden of parks and enhance youth participation in sporting events.
4. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. 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 article III section 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise trying to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing of or duplication of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. Upon 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 the 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 so being disposed of shall be disposed of by a Court of Competent Jurisdiction 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 or operated exclusively for such purposes.

Article IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Directors will be elected.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es), title(s):

President/Secretary/Director – Steve F. Berger 8131 NW 91 Terrace, Medley, Fl 33166

Chairman/Director – Ellison Laney Stearns IV 5581 SW 13 Street, Plantation, Fl 33317

Director – Daniel Gillins, 6612 Shiny Stone Court, Jacksonville, Fl 32244

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:


c/o S. Davis & Associates P.A.
2521 Hollywood Boulevard
Hollywood, Fl 33020

ARTICLE VII INCORPORATOR

The name and Florida street address of the Incorporator is:

c/o S. Davis & Associates P.A.
2521 Hollywood Boulevard
Hollywood, Fl 33020

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

Shaun M. Davis

9/6/2005



Signature/Incorporator

Shaun M. Davis

9/6/2005
