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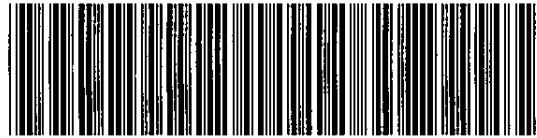
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amended & Restated

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3/2/09



## **FUN SPORTS... If it's not fun, why play?**

February 25, 2009

Division of Corporations  
2661 Executive Center  
Tallahassee, FL 32314

Dear Sir:

Please accept this letter, application and check towards our Amended & Restated Articles of Incorporation for Fun Sports, Inc.

Please process our request and contact me if you have any questions. We thank you in advance for your support!

Sincerely,

Mr. Vlad Gawlikowski, Director

Ms. Jill Anderson, CVO  
Mr. Ken A. Adair, CFO

Mr. Vlad Gawlikowski  
Executive Director

PO Box 146  
Lake Worth, FL 33460  
Phone: (561) 801-2418  
WEB: [www.funsportsinc.org](http://www.funsportsinc.org)  
Email: [funsports@live.com](mailto:funsports@live.com)

**Amended & Restated Articles of Incorporation of Fun Sports, Inc.  
a Florida Not-For-Profit Corporation**

Pursuant to Florida Statutes §617.1007, FUN SPORTS, INC., a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The name of the Corporation is FUN SPORTS, INC. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on October 16, 2008.
2. There are no members of the Corporation. The Board of Directors of the Corporation duly adopted the following Amended and Restated Articles of Incorporation by unanimous written consent effective as of 2-25, 2009.
3. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

Article I.

The name of the corporation is Fun Sports, Inc.

Article II.

The corporation shall have *perpetual duration*

Article III.

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of wellness/educational opportunities for Palm Beach County, Florida residents and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for providing and promoting wellness programs directly and through a network of agencies and programs.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c) All distributions and grants shall be made in a manner to recipients permitted by the Internal Revenue Code.

(d) This 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/distribution of any statements in any political campaign on behalf of any candidate for public office.

(e) The corporation shall not engage in activities prohibited by the Internal Revenue Code.

(f) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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(g) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(h) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(i) The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(j) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article IV.

The sole class of membership of this Corporation shall be its directors.

#### Article V.

The street address of the initial registered office of the corporation is 324 Cavalier Road, City of Lake Worth, County of Palm Beach, State of Florida. The name of its initial registered agent at that address is Vladimir Gawlikowski.

#### Article VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than five; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the initial board of directors shall hold office until the first meeting of the directors at which time an election of directors shall be held, who shall hold office until the qualification of successors in office, duly elected at the first annual meeting.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the last Monday of October of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaw of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
Jill E. Anderson	95 Lake Arbor Drive, Palm Springs, FL 33461
Ken A. Adair	2679 West End Road, West Palm Beach, FL 33406
Susan Allen	325 Greenbrier Drive, Lake Worth, FL 33461
Mark Hardy	12 Bloomfield Avenue, Somerset, NJ 08813
Jim Whittington	229 Davis Road, Palm Springs, FL 33461

Article VII.

The name and address of the sole incorporator is:

Name	Address
Vladimir Gawlikowski	324 Cavalier Road, Lake Worth, FL 33460

Article VIII.

The board of directors shall elect the following officers: President, Vice President, Secretary, Treasurer and Executive Director, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Article IX.

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual and as such, they will have no interest in or title to any of the Corporation's property or assets.

Article XI.

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable and health and wellness purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Article XII.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of votes of a quorum of members of the corporation.

We, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on 2-25-09.

FUN SPORTS, INC.

By: [Signature] President  
Jill E Anderson  
Print Name

ATTEST:  
By: [Signature] Secretary  
Susanne Allen  
Print Name