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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SPORTS LEADERSHIP AND MANAGEMENT FOUNDATION, INC.**

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Amend Restated

MAY 23 2012

T. LEMIEUX

AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****SPORTS LEADERSHIP AND MANAGEMENT FOUNDATION, INC.**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, the corporation hereinafter named (the "Corporation"), does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Sports Leadership and Management Foundation, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is annexed hereto and made a part hereof.

CERTIFICATE

It is hereby certified that:

1. The date of adoption of the aforesaid amendments and restatement was May 22, 2012.
2. This amendment and restatement of the Articles of Incorporation does not require member approval and has been duly approved by the Board of Directors.

Executed on 5-22, 2012

**SPORTS LEADERSHIP AND MANAGEMENT
FOUNDATION, INC.**

By: 

Rene Ruiz, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SPORTS LEADERSHIP AND MANAGEMENT FOUNDATION, INC.
A Florida Not For Profit Corporation**

I, the undersigned President, for the purpose of amending and restating the Articles of Incorporation for Sports Leadership And Management Foundation, Inc. (the "Corporation"), a corporation under Sections 617.1001, 617.1002, and 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Amended and Restated Articles of Incorporation, and certify as follows:

ARTICLE I NAME

The name of the corporation shall be: SPORTS LEADERSHIP AND MANAGEMENT FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

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

998 SW 1ST STREET
MIAMI, FLORIDA 33130

ARTICLE III PURPOSES

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including specifically the organization and operation of charter schools.

2. The Corporation admits students of any race, color, national, and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship, and loan programs, and athletic and other school-administered programs.

3. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

4. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

5. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to Mater Academy, Inc., provided that at the time of such distribution Mater Academy, Inc. is a not for profit corporation or trust described in Section 509(a)(1) or 509(a)(2) of the Code (an "Eligible Distributee"). In the event that Mater Academy, Inc. is not an Eligible Distributee, upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to not for profit corporations or trusts described in Section 509(a)(1) or 509(a)(2) of the Code which are organized and operated to support education in Miami-Dade County, Florida, including specifically the support and operation of charter schools.

ARTICLE IV ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE VI MEMBERSHIP

The Corporation's sole member shall be Mater Academy, Inc. The member shall have such rights as shall be set forth in the Bylaws.

ARTICLE VII AMENDMENTS

These Amended and Restated Articles of Incorporation may be further amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE VII REGISTERED AGENT AND STREET ADDRESS

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

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301 US

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 22 day of May, 2012.

By: 
Rene Ruiz, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for SPORTS LEADERSHIP AND MANAGEMENT FOUNDATION, INC. (the "Corporation"), a Florida not-for-profit corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, CORPORATION SERVICE COMPANY hereby accepts the appointment as registered agent and agrees to act in this capacity. CORPORATION SERVICE COMPANY further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and CORPORATION SERVICE COMPANY. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

REGISTERED AGENT:**CORPORATION SERVICE COMPANY**

By: ____

Name: _

Title: _

Stephanie Milnes Stephanie K. Milnes
Assistant Vice President