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Amended &
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 Articles
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April 5, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORIDA HIGH SCHOOL HOCKEY ASSOCIATION, INC.
3103 W FAIR OAKS AVE
TAMPA, FL 33611

SUBJECT: FLORIDA HIGH SCHOOL HOCKEY ASSOCIATION, INC.
REF: N10000001981

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please change the statute number in the first paragraph on the last page of the document (certificate accompanying amended and restated articles) to 617.1007 instead of 607.1007

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

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H10000075938
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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA HIGH SCHOOL HOCKEY ASSOCIATION, INC.,**

In accordance with Chapter 617 of the Florida Not For Profit Corporation Act, the undersigned corporation hereby approves and adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name and Address

(a) The name of the corporation shall be the FLORIDA HIGH SCHOOL HOCKEY ASSOCIATION, INC. (the "Corporation").

(b) The principal place of business and mailing address of the Corporation shall be 3103 W Fair Oaks Ave., Tampa, FL 33611.

ARTICLE II

Initial Registered Agent and Street Address

The name and street address of the registered agent of the Corporation is Thomas W. Guard, 3103 W Fair Oaks Ave., Tampa, FL 33611.

ARTICLE III

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Purpose; Restrictions

(a) Subject to the restrictions set forth in paragraph (b), the Corporation shall operate for all lawful purposes granted to not for profit corporations by the laws of Florida, and shall operate in a manner fully consistent with the operational requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), which includes without limitation, by advancing and facilitating the instruction of ice hockey for high school aged youth in Florida by organizing and operating a high school hockey league with emphasis on good sportsmanship and

playing proficiency, by securing funding from dues, fees, gifts or donations from any legal source used solely for said purposes, and by doing any and all other legal acts necessary or desirable in the furtherance of the foregoing.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall 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 Section 4942 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(10) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted to be carried on: (i) by an organization exempt under Sections 501(a) and 501(c)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE V

Powers

Subject to the restrictions in these Articles and limited by the requirements set forth in Section 501(c)(3) of the Code, the Corporation shall have all necessary corporate powers authorized by the laws of the State of Florida for corporations not for profit. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code, and the applicable rules and regulations thereunder, nor shall the Corporation engage in, directly or indirectly, any activity which would cause the loss of such qualification.

ARTICLE VI

Members

(a) The Corporation shall have members meeting the qualifications as more fully described in the bylaws of the Corporation.

(b) The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws.

ARTICLE VII

Directors

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

(b) The manner in which directors are to be elected or appointed shall be as set forth in the bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least three (3) directors.

ARTICLE VIII

Bylaws

The initial bylaws of the Corporation shall be adopted by the Board of Directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE IX

Amendment

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE X

Dissolution

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

ARTICLE XI

Incorporator

The name and address of the Incorporator is:

Thomas W. Guard
3103 W. Fair Oaks Ave.
Tampa, FL 33611

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed in its name and on its behalf on this 5th day of April, 2010.

**FLORIDA HIGH SCHOOL HOCKEY
ASSOCIATION, INC.**

A handwritten signature in black ink, appearing to read "Thomas W. Guard", is written over a horizontal line.

Thomas W. Guard, Incorporator

FLORIDA HIGH SCHOOL HOCKEY ASSOCIATION, INC.

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.



Thomas W. Guard, Registered Agent

Date: 4-5-10

**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA HIGH SCHOOL HOCKEY ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1007(3) of the Florida Not For Profit Corporation Act, it is hereby certified that:

FIRST: The name of the corporation is Florida High School Hockey Association, Inc. (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation that this certificate accompanies contain amendments to the Corporation's articles of incorporation that do not require member approval.

THIRD: The Amended and Restated Articles of Incorporation were duly approved and adopted in accordance with Section 617.1002 of the Florida Not For Profit Corporation Act on April 5, 2010 by the Incorporator of the Corporation.

FOURTH: The following Amended and Restated Articles of Incorporation shall be the articles of incorporation of the Corporation.

Dated April 5, 2010.

FLORIDA HIGH SCHOOL HOCKEY
ASSOCIATION, INC.
a Florida corporation

By: 

Name: Thomas W. Guard

Title: Incorporator