

To: FL Dept of State
Subject: 000380126650

From: Katie Wonsch

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Division of Corporations

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Florida Department of State
Division of Corporations
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TRACK CLUB MIAMI, INC.**

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TALLAHASSEE, FLORIDA

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Amended & Resigned
BOR
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TRACK CLUB MIAMI, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

Pursuant to Sections 617.1001, 617.1002 and 617.1007 of the Florida Not for Profit Corporation Act, the undersigned does hereby declare and certify that:

1. He is a Director duly named in the Articles of Incorporation of Track Club Miami, Inc., a Florida corporation not for profit (the "Corporation") and has been authorized to execute these Amended and Restated Articles of Incorporation by resolution of the Corporation's Board of Directors.
2. As of the date of these Amended and Restated Articles of Incorporation, no members have been admitted to the Corporation.
3. The Articles of Incorporation of this Corporation are hereby amended and restated to read as follows:

ARTICLE I. NAME

The name of the Corporation shall be **TRACK CLUB MIAMI, INC.** (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal street address and mailing address of the Corporation is c/o Frank Green, 4790 Bay Point Road, Miami, FL 33137.

ARTICLE III. PURPOSE

The Corporation is organized under the Florida Not for Profit Corporation Act (the "Act") exclusively for charitable, scientific and educational purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) (the "Code").

ARTICLE IV. CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation, or to any other private person, 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 its purposes as set forth in these Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not directly or indirectly

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participate 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. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income taxes under Section 501(c)(3) of the Code, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or (c) by a public charity as described in Section 509(a)(1) or (2) of the Code.

ARTICLE V. MANNER OF ELECTION

The manner in which the directors are elected or appointed is as set forth in the Bylaws of the Corporation.

ARTICLE VI. MEMBERS

The Corporation shall have members, the rights and powers of which shall be set forth in the Bylaws of the Corporation, as they may be amended from time to time.

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of the Corporation are as follows:

David Afshartous
Frank Green
Daniel Krawiec
Tracy Towle

The address of each of the directors is c/o Frank Green, 4790 Bay Point Road, Miami, FL 33137.

ARTICLE VIII. DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation or in the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property; all assets remaining after all debts and expenses of the Corporation have been paid or provided for shall be conveyed or distributed by the Board of Directors to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Code, as the Board of Directors may determine. Any such assets not so distributed shall be disposed of pursuant to an order by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine.

ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the registered agent of the Corporation is David Afshartous and his address is 1541 Brickell Avenue, #3703, Miami, Florida 33129.

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The foregoing Amended and Restated Articles of Incorporation were approved and adopted by
Unanimous Written Consent of the Board of Directors of the Corporation dated June 8, 2010.

Date: June 8, 2010


David Afshartous, Director

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