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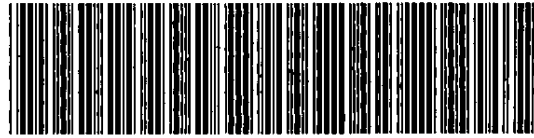
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(C)

Amended & RESTATE  
DRG  
8/17

**Amended and Restated Articles of Incorporation  
In compliance with Chapter 617, F.S., (Not for Profit)**

These Amended and Restated Articles of Incorporation of South Florida Super Biddies Inc. were adopted on 8/10/10 by the Director(s). There are no members at this time.

**Article I Name**

The name of the Corporation shall be:

South Florida Super Biddies Inc.

**Article II Principal Office**

The Principal street address and mailing address, if different is:

435 Lakeview Drive #102  
Weston, FL 33326

Mailing Address: P.O. Box 267968  
Weston, FL 33326

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**Article III Purpose and Operation**

The purpose for which the corporation is organized is:

South Florida Super Biddies Inc. is a Private Operating Foundation. Through its charitable activities South Florida Super Biddies operates for the purpose of providing children 18 years of age and younger academic/educational motivation, development of positive character traits, and development of athletic skills through sports camps, competitions, clinics, mentoring, and topical lectures.

South Florida Super Biddies is not one type, but rather a combination of different types of charitable organizations as described in IRS publication p4220. Through its operation and activities South Florida Super Biddies seeks to lessen neighborhood tensions, combat juvenile delinquency, and provide academic/educational motivation. The component of the organization designated to teaching of skills related to sports is closely related to what is listed IRS publication p4220 as: "Youth Sports Organization".

**Article IV Funding/Contributions and Distributions**

South Florida Super Biddies will seek funding from a limited number of individual donors and distribute substantially all (85% or more) of the lesser of its adjusted net income or minimum investment return directly for the active conduct of activities that further its exempt purposes.

#### **Article IV Funding/Contributions and Distributions (continued)**

No part of 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 make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### **Article V Dissolution**

Upon the 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, for a public purpose. Any such assets not so 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 and operated exclusively for such purposes.

#### **Article VI Manner of Election**

The manner in which the directors are elected or appointed:

Directors will be appointed by the founder.

#### **Article VII Initial Directors and/or Officers**

List name(s), addresses(es) and specific title(s):

William Nedoroscik (C.E.O.)  
435 Lakeview Drive #102  
Weston, FL 33326

#### **Article VIII Initial Registered Agent and Street Address**

The name and Florida street address (P.O. Box Not acceptable) of the registered agent is:

William Nedoroscik  
435 Lakeview Drive #102  
Weston, FL 33326

**Article IX Incorporator**

The name and address of the Incorporator is

William Nedoroscik  
435 Lakeview Drive #102  
Weston, FL 33326

In witness whereof, we have hereunto subscribed our names this 10<sup>th</sup> day of August,  
2010.

.....  
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.

William Nedoroscik  
Signature/Registered Agent

8/10/10  
Date

William Nedoroscik  
Signature/Incorporator

8/10/10  
Date