

NI10000000813

Team Gamez Foundation, Inc.

Denise Cullen, its President
6620 Parson Brown Court
Orlando, Florida 32819

(Address)

(City/State/Zip/Phone #)

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*Amended and
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to 1000



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 6, 2011

TEAM GAMEZ FOUNDATION
DENISE CULLEN
6620 PARSON BROWN CT
ORLANDO, FL 32819

SUBJECT: TEAM GAMEZ FOUNDATION, INC.
Ref. Number: N1100000813

We have received your document for TEAM GAMEZ FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 311A00013812

RECEIVED

11 JUN 20 PM 9: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TEAM GAMEZ FOUNDATION, INC.**

**FILED
11 JUN 20 PM 4:33**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

These Amended and Restated Articles of Incorporation of Team Gamez Foundation, Inc. ("Corporation") were duly adopted by a majority vote of the Board of Directors of the Corporation in accordance with applicable provisions of ch. 617 of the Florida Statutes.

The text of the Articles of Incorporation as amended or supplemented heretofore is hereby restated and further amended to read in its entirety as follows:

FIRST: The name of the corporation is Team Gamez Foundation, Inc.

SECOND: The principal place of business address:
6620 Parson Brown Ct.
Orlando, Florida 32819

The mailing address of this Corporation is:
P.O. Box 690362
Orlando, Florida 32869

THIRD: This Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FOURTH: The manner in which directors are elected or appointed is as provided for in the Bylaws.

FIFTH: The name and Florida street address of the registered agent is:

Denise Cullen
6620 Parson Brown Ct.
Orlando, Florida 32819

SIXTH: The initial officers and directors of this Corporation are:

Denise Cullen, President, Director
P.O. Box 690362
Orlando, Florida 32869

Robert A. Gamez, Vice President, Director
P.O. Box 690362
Orlando, Florida 32869

Debbie Knorowski, Secretary, Director
P.O. Box 690362
Orlando, Florida 32869

SEVENTH: No part of the 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 to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 participate in, 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

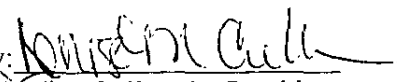
EIGHTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local 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.

NINTH: This Corporation shall have perpetual existence commencing upon the acceptance of the Articles of Incorporation by the State of Florida.

TENTH: These Amended and Restated Articles of Incorporation do not contain any amendment requiring member approval and the Board of Directors unanimously adopted these Amended and Restated Articles of Incorporation on May 26, 2011.

IN WITNESS WHEREOF TEAM GAMEZ FOUNDATION, INC., has caused these Amended and Restated Articles of Incorporation to be executed by the officer designated below as of the 26th day of May 2011.

Team Gamez Foundation, Inc.

By: 
Denise Cullen, its President