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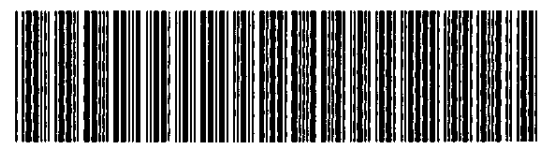
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Amended and Restated Art

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11 JUL 22 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7 23-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Team Gamez Foundation, Inc.

DOCUMENT NUMBER: N1100000813

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Denise Cullen
(Name of Contact Person)

Team Gamez Foundation, Inc.
(Firm/ Company)

6620 Parson Brown Court
(Address)

Orlando, Florida 32819
(City/ State and Zip Code)

buckeyedmc@hotmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Denise Cullen at (407) 595-2715
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

FILED
11 JUL 22 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation (Articles) 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:

ARTICLE I – NAME

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

ARTICLE II – LOCATION

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

ARTICLE III – CHARITABLE PURPOSE

This Corporation is organized exclusively for charitable, religious, educational, and scientific 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. 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.

ARTICLE IV - NOT FOR PROFIT CORPORATION

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under Chapter 617 of the Florida Statutes for charitable purposes.

ARTICLE V - DIRECTORS

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

ARTICLE VI – REGISTERED AGENT AND REGISTERED OFFICE

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

Denise Cullen
6620 Parson Brown Ct.
Orlando, Florida 32819

ARTICLE VII - INITIAL OFFICERS AND DIRECTORS

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

ARTICLE VIII – NO PROPERTY TO INURE TO INDIVIDUALS

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 III hereof.

ARTICLE IX – PRIVATE FOUNDATION PROVISIONS

(1) As used in this Article IX, section references, unless otherwise indicated, refer to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws.

(2) Any other provision of the law notwithstanding, during any period or periods that this Corporation is deemed to be a “private foundation” as defined under Internal Revenue Code, the corporation shall do the following:

a. **Distribution of Income.** The corporation shall distribute such of its income (and principal, if necessary) for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code 4942, or corresponding provisions of any subsequent federal tax law.

b. **Self-Dealing.** The corporation shall not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941, or corresponding provisions of any subsequent federal tax law.

c. **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4943(a) or corresponding provisions of any subsequent federal tax law.

d. **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Internal Revenue Code Section 4944, so as to give rise to any liability for the tax imposed by Internal Revenue Code Section 4944(a) or corresponding provisions of any subsequent federal tax law.

e. **Taxable Expenditures.** The corporation shall not make any "taxable expenditures," as defined in Internal Revenue Code Section 4945(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4945(a) or corresponding provisions of any subsequent federal tax law.

ARTICLE X - 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, 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.

ARTICLE XI – NO INFLUENCE OF LEGISLATION

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.

ARTICLE XII – PERPETUAL EXISTENCE

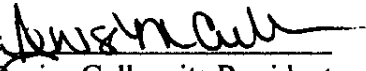
This Corporation shall have perpetual existence commencing upon the acceptance of the Articles of Incorporation by the State of Florida.

ARTICLE XIII - CERTIFICATE

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 July 18, 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 18th day of July 2011.

Team Gamez Foundation, Inc.

By: 
Denise Cullen, its President

The date of each amendment(s) adoption: 7/18/11
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/18/11

Signature Denise M. Cullen
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Denise M. Cullen
(Typed or printed name of person signing)

President
(Title of person signing)