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TALLAHASSEE FLORIDA

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'APR 4 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **STARS OF THE FUTURE CORP**

DOCUMENT NUMBER: **N11000010493**

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

Please return all correspondence concerning this matter to the following:

Jay Fleisher, Esq.

(Name of Contact Person)

Law Office of Jay Fleisher, Esq.

(Firm/ Company)

11380 Prosperity Farms Rd., Ste. 204

(Address)

Palm Beach Gardens, FL 33410

(City/ State and Zip Code)

manny@softf.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jay Fleisher, Esq. at **(561) 627-7004**

(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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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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



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TOLL FREE (888) 403-5337
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jayfleisher@att.net

FACSIMILE TRANSMISSION COVER

To: Thelma, Division of Corporations, Amendments

Facsimile No. 850-245-6897

Date: April 4, 2012

Re: Stars of the Future Corp, Doc # N11000010493

Thelma—there are no members of the corporation entitled to vote on the amendment. Thank you.

Thank you.

Jay Fleisher

A handwritten signature in black ink, appearing to read "Jay Fleisher", written over the printed name.

 1 PAGES, including cover page

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STARS OF THE FUTURE CORP**

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TALLAHASSEE, FLORIDA

By duly adopted resolution and action of the Board of Directors of **STARS OF THE FUTURE CORP** these Restated and Amended Articles of Incorporation amend, supersede and restate in their entirety those Electronic Articles of Incorporation of Stars of the Future Corp, Inc. filed November 8, 2011 with the Secretary of State of Florida, and which are referred to as document N11000010493 in the public records of the Secretary of State of Florida.

Article I: Name

The name of the corporation Not for Profit shall be **STARS OF THE FUTURE CORP** (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes and Powers

3.1 Purposes: The Corporation is organized exclusively for charitable and educational purposes, and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- A. To promote the sport of baseball with young men and women, to educate these youths in the sport of baseball and assist them to excel in all aspects of the sport including, but not limited to, youths in Latin America; and
- B. To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not for Profit Corporation Act and Section 501(c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code.
- C. The Corporation is not organized for profit; it shall have no capital stock, and shall not be authorized to issue capital stock.

3.2 Powers: Subject only to such limitations as now or hereafter are prescribed by law or in the Corporation's Articles of Incorporation, the powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes. The Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes previously stated in this Article III or are necessary or incidental to the powers so conferred.

Article IV: Limitations

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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. 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 of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under section 501(c)(3) of the 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 Code, or the corresponding section of any future federal tax code.

4.2 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 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 V: Members

5.1 The Corporation shall have no members.

Article VI: Directors

6.1 The number of directors constituting the initial Board of Directors of the Corporation shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3).

6.2 The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the bylaws of the Corporation.

6.3 The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

6.4 Directors of this Corporation and any Officers elected by the Directors of this Corporation, in their capacity as such, shall serve without compensation except for reimbursement for actual expenses.

Article VII: Director Liability Limitations

7.1 If the Florida Not For Profit Corporations Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article VIII: Indemnification and Insurance

8.1 Right to Indemnification. The Corporation shall have the power and authority to provide indemnification in accordance with the bylaws of the Corporation.

8.2 Insurance. The Corporation may maintain insurance at its expense in accordance with the bylaws of the Corporation.

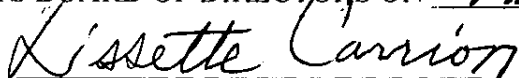
Article IX: Bylaws

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

Article X: Amendments

These Articles of Incorporation maybe amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

I HEREBY CERTIFY THAT THE FOREGOING AMENDED AND RESTATED ARTICLES OF INCORPORATION OF STARS OF THE FUTURE CORP WERE DULY ADOPTED BY UNANIMOUS VOTE OF ITS BOARD OF DIRECTORS ON MARCH 26, 2012.



Lisette Carrion, Secretary

5-27-12

THERE ARE NO MEMBERS OF THE CORPORATION ENTITLED TO VOTE ON THE AMENDMENT.