

N12000008527

Florida Department of State
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FLORIDA HIGH SCHOOL TENNIS COACHES ASSOCIATION
INC.

Certificate of Status	0
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Amended
10-6-14
Dr Restated
Art.



October 2, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA HIGH SCHOOL TENNIS COACHES ASSOCIATION INC.
164 COPLY TERR
SEBASTIAN, FL 32958

SUBJECT: FLORIDA HIGH SCHOOL TENNIS COACHES ASSOCIATION INC.
REF: N1200008527

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Darlene Connell
Regulatory Specialist III

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RECEIVED
OCT 14 2014
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA HIGH SCHOOL TENNIS COACHES ASSOCIATION INC.
(A Florida not for profit Corporation)**

Pursuant to Section 617.1007 of the Florida Statutes, Florida High School Tennis Coaches Association Inc., a Florida not for profit Corporation, certifies that:

1. The name of the Corporation is Florida High School Tennis Coaches Association Inc. The original Articles of Incorporation were filed on September 5, 2012.
2. There are no members of the Corporation. The board of directors of the Corporation duly adopted the following Amended and Restated Articles of Incorporation.
3. The Articles of Incorporation are hereby amended and restated to read in their entirety as follows:

ARTICLE I
Name of Corporation

The name of the corporation is Florida High School Tennis Coaches Association Inc. (the "Corporation").

ARTICLE II
Prohibition Against Distribution of Income

The Corporation shall be nonprofit. It shall not have or issue shares of stock or make distributions. No part of the income or net earnings of the Corporation is distributable to, nor shall inure to the benefit of, any member, Director or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, Director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon its dissolution.

ARTICLE III
Membership

The Corporation shall have no members.

ARTICLE IV
Principal Location and Registered Agent

The street address of the Corporation's registered office and the name of its registered agent at such address is:

Mr. John Danise
164 Coply Terrace
Sebastian, FL 32958

The residence address of the registered agent is:

164 Coply Terrace
Sebastian, FL 32958

The registered agent's acceptance of appointment has been filed with the Secretary of the State of Florida.

ARTICLE V
General Purpose

The Corporation shall be organized and operated exclusively for charitable, scientific, literary and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation are:

- (a) Through instructional and educational seminars and clinics, to raise the quality and competence of Florida High School Tennis Coaches; provided, however, that the Corporation may engage in any lawful act or activity for which a corporation may be formed under the laws of the State of Florida that is not inconsistent with the express limitations contained above or elsewhere in these Articles of Incorporation.

ARTICLE VI
Powers

The Corporation shall have all powers granted by law, all powers that are or may hereafter be conferred by the laws of the State of Florida upon corporations without capital stock, and all legal powers necessary or convenient to effect any or all of the purposes stated in these Articles of Incorporation, whether or not such powers are set forth herein; provided, however, that no such powers and privileges may be exercised nor shall any activities be conducted, by the Corporation, if the same are inconsistent with the express limitations contained in these Articles of Incorporation or with the Corporation's nonprofit purposes or are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; and provided, further that no substantial part of the Corporation's activities shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and that the Corporation shall not participate in or intervene in (including the publication or distribution of

statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VII
Effect of Becoming a Private Foundation

Notwithstanding anything herein to the contrary, if at any time the Corporation is or shall become a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, then the Corporation shall be subject to the following for so long as it shall remain a private foundation:

(a) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VIII
Management

All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation managed by or under the direction of, its Board of Directors. The initial Directors shall be appointed by the Incorporator. Thereafter the Board of Directors shall be self-perpetuating. At each annual meeting of the Board of Directors after the initial annual meeting, Directors shall be elected for three (3) year terms to succeed those whose terms have expired. The Bylaws shall prescribe the number, terms of office, qualifications (if any) and manner of election of Directors, and such provisions may be amended from time to time in such lawful manner as the Bylaws shall prescribe and as shall not be inconsistent with the provisions of these Articles of Incorporation.

ARTICLE IX
Dissolution

In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred or conveyed, in accordance with a plan for distribution of assets adopted by the Board of Directors to one or more organizations that meet the following conditions:

(a) The organization shall be organized and operated either (a) exclusively for the purposes set out in Article V above, or (b) exclusively for purposes determined by the Board of Directors to be similar to or supportive of those set out in Article V above; and

(b) The organization shall either be: (a) an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Internal Revenue Code that is not a private foundation as defined in Section 509(a) of the Internal Revenue Code or (b), provided such assets will be used exclusively for one or more public purposes, the Federal or a state government or a political subdivision thereof.

Any such assets not so distributed shall be disposed of as determined by a court of competent jurisdiction, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from Federal taxation under Section 501(a) of the Internal Revenue Code as organizations described in Section 501(c)(3) of the Internal Revenue Code and are not private foundations as defined in Section 509(a) of the Internal Revenue Code, or to the Federal or a state government or political subdivision thereof for a public purpose.

ARTICLE X
Limitation of Liability

(a) No person who is or was a Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty as a Director in an amount that exceeds the compensation, if any, received by the Director for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Director, (b) enable the Director or an associate, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation. Any lawful repeal or modification of this Article or the adoption of any provision inconsistent herewith by the Board of Directors of the Corporation shall not, with respect to a person who is or was a Director, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

(b) The limitation of liability of any person who is or was a Director provided for in this Article shall not be exclusive of any other limitation or elimination of liability contained in, or which may be provided to any person under, Florida law as in effect on the effective date of these Articles of Incorporation and as thereafter amended.

ARTICLE XI
Indemnification

(a) The Corporation shall, to the fullest extent permitted by law, indemnify its Directors from and against any and all of the liabilities, expenses and other matters referred to in or covered by Florida law. In furtherance and not in limitation thereof, the Corporation shall indemnify its Directors against liability to any person for any action taken, or any failure to take any action, as a Director, except liability that (a) involved a knowing and culpable violation of law by the Director, (b) enabled the Director or an associate to receive an improper personal economic gain, (c) showed a lack of good faith and a conscious disregard for the duty of the Director to the Corporation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Corporation; provided that nothing in this sentence shall affect the indemnification of or advance of expenses to a Director for any liability stemming from acts or omissions occurring prior to the effective date of this Article XI.

The Corporation shall indemnify each officer of the Corporation who is not a Director, or who is a Director but is made a party to a proceeding in his or her capacity solely as an officer, to the same extent as the Corporation is permitted to provide the same to a Director.

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The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(b). Expenses incurred by a Director or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall be paid for or reimbursed by the Corporation to the fullest extent permitted by law in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall be ultimately determined that such Director or officer is not entitled to be indemnified by the Corporation.

(c) The Corporation may indemnify and pay for or reimburse the expenses of employees and agents not otherwise entitled to indemnification pursuant to this Article XI on such terms and conditions as may be established by the Board of Directors.

(d) No amendment to or repeal of this Article XI shall apply to or have any effect on the indemnification of any Director, officer, employee or agent of the Corporation for or with respect to any acts or omissions of such Director, officer, employee or agent occurring prior to such amendment or repeal, nor shall any such amendment or repeal apply to or have any effect on the obligations of the Corporation to pay for or reimburse in advance expenses incurred by a Director, officer, employee or agent of the Corporation in defending any action, suit or proceeding arising out of or with respect to any acts or omissions occurring prior to such amendment or repeal.

(e). Notwithstanding any provision hereof to the contrary, the Corporation shall not indemnify any Director, officer, employee or agent against any penalty excise taxes assessed against such person under Section 4958 of the Internal Revenue Code.

ARTICLE XII **Amendment to Articles**

Amendments to the Articles of Incorporation may be adopted by the Board of Directors at a meeting with a quorum present upon a two-thirds (2/3) vote of those present, provided that the Articles of Incorporation shall not be amended to permit the Corporation to engage in any activity that would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code and as an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE XIII **Activities Not Permitted**

Reference in these Articles of Incorporation to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 30 day of September 2014.

**FLORIDA HIGH SCHOOL TENNIS
COACHES ASSOCIATION, INC.,**
a Florida not for profit corporation

By: Kasey Hamaway
Name: Kasey Hamaway
Title: Treasurer