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BEACH CITY BASKETBALL, INC.**

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February 24, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BEACH CITY BASKETBALL, INC.
2681 E. COMMUNITY DR
JUPITER, FL 33458US

SUBJECT: BEACH CITY BASKETBALL, INC.
REF: N15000002538

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

If this is Amended and Restated Articles, please change the document in the heading to read as such and also change the statute number to 617.1007, F.S. or If this is Articles of Amendment, please change the statute number to 617.1006, F.S.

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

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Darlene Connell
Regulatory Specialist III

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BEACH CITY BASKETBALL, INC.
(Document No. N15000002538)**

Pursuant to the provisions of Sections 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts this Amendment and Restatement to its Articles of Incorporation which was adopted by resolution setting forth the proposed amendment and restatement, and adopted by unanimous vote by the Members at a special meeting on February 23, 2016, in accordance with Section 617.1002, Florida Statutes:

Article I. Name

The name of the corporation shall be: BEACH CITY BASKETBALL, INC. (the "Corporation").

Article II. Purposes

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized. Specifically, the Corporation is organized to exclusively operate for the promotion, sponsorship and advancement of national amateur basketball for individuals under 18 with the intent to provide a recreational outlet. The Corporation will also provide assistance and encouragement to children under the age of 18 in developing leadership skills, management skills, and team building skills.

The Corporation shall be organized strictly for charitable and educational purposes as set forth in Code Section 501(c)(3) and Code Section 170. This Corporation is organized to serve the public interest and in no event shall this Corporation be operated for the benefit of private interests. The Corporation shall not be organized or operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

The Corporation may also hold, invest, reinvest, use, expend, disburse and administer any gifts and grants, without limitations as to origin, amount or value, and to use, expend, disburse or donate the income or principal thereof for charitable and educational purposes consistent with the Corporation's purposes as set forth herein. The Corporation may establish investment policies and guidelines in its bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do all things necessary, suitable, or proper for the accomplishment or furtherance of, or to do such other act or thing incidental to, growing out of, or connected with, the purposes or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under Chapter 617, Florida Statutes. Provided, however, that nothing herein set forth shall be

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construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida or prohibited under Code Section 501(c)(3) or Code Section 170.

Article III. Powers

The Corporation shall have all the powers granted it by Chapter 617, Florida Statutes, specifically, but not by way of limitation, as follows: the Corporation will have the power to provide assistance and encouragement to children under the age of 18 in developing leadership skills, management skills and team building skills by their participation in organized basketball team sporting events. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Code Section 501(c)(3) or Code Section 170 and the regulations promulgated thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

Article IV. Term of Existence

The Corporation shall have perpetual existence.

Article V. Management

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than five (5). The manner in which the directors are elected or appointed shall be specified in the Corporation's Bylaws.

Article VI. First Board of Directors

The names and addresses of the First Board of Directors are:

JOSEPH H. LITTKY
2681 E. Community Dr
Jupiter, Florida 33458 US

Managing Director

MICHAEL I. CUTLER
480 Hibiscus Street
Penthouse #30
West Palm Beach, Florida 33401 US

Director

KEVIN MCDUFFIE
2600 N. Military Trail #1204
West Palm Beach, Florida 33409 US

Director

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These Directors shall serve until the next election under the bylaws of the Corporation.

Article VII. Names of Officers

The names of the officers who are to serve until the first election under the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
JOSEPH H. LITTKY	President
MICHAEL I. CUTLER	Vice President
KEVIN MCDUFFIE	Vice President

Article VIII. Bylaws

The By-Laws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the By-Laws.

Article IX. Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

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Article XI. Corporation's Principal Office and/or Mailing Address

The principal office and/or mailing address of this Corporation shall be:

2681 E. COMMUNITY DR
JUPITER, FLORIDA 33458 US

Article XII. Registered Agent and Street Address

The name and street address of the initial Registered Agent is:

ANDREW R. COMITER
3801 PGA BLVD
SUITE 604
PALM BEACH GARDENS, FLORIDA 33410

Article XIII. Incorporator

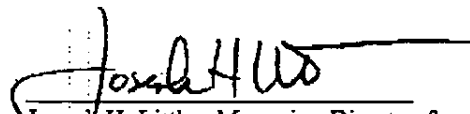
The name and address of the incorporator is:

ANDREW R. COMITER
3801 PGA BLVD
SUITE 604
PALM BEACH GARDENS, FLORIDA 33410

Article XIV. Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or to an organization exempt under Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed 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 the foregoing purposes.

IN WITNESS WHEREOF, I have set my hand and seal this 23rd day of February, 2016.


Joseph H. Lintky, Managing Director &
Authorized Representative

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of BEACH CITY BASKETBALL, INC., I am familiar with and hereby accept and agree to act in this capacity.

Dated: February 23, 2016.



Andrew R. Comiter