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(Requestor's Name)

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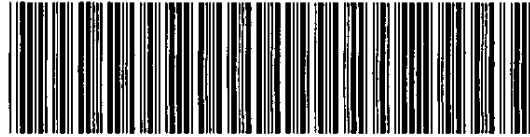
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15 AUG 12 PM 4:32  
SECRETARY OF STATE  
ALLAHABAD, INDIA

AUG 20 2015  
W PAINTER

**LYNN B. LEWIS**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
SUITE 505  
501 BRICKELL KEY DRIVE  
MIAMI, FLORIDA 33131

TELEPHONE 305-374-0148  
TELECOPIER 305-374-7071  
E-MAIL: lynnlewis@lbpa.com

LYNN B. LEWIS

August 10, 2015

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Formation of Corporation

Ladies and Gentlemen:

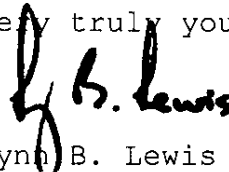
Attached are two counterparts of the Articles of Incorporation of Restore Marine Stadium, Inc.

Also attached is a check in the amount of \$70 to cover the incorporation fee.

Please file the Articles and return a certified copy to us at:

Lynn B. Lewis, Esq.  
Lynn B. Lewis, P.A.  
501 Brickell Key Drive  
Suite 505  
Miami, Florida 33131

Very truly yours,



Lynn B. Lewis

LBL/sf

Enclosures

cc: Donald Worth (w/out enclosures)

ARTICLES OF INCORPORATION  
OF  
RESTORE MARINE STADIUM, INC.  
(a not-for-profit corporation)

I, the undersigned Incorporator to these Articles of Incorporation, hereby associate myself in the formation of a not-for-profit corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

Restore Marine Stadium, Inc.

ARTICLE II

PRINCIPAL OFFICE ADDRESS OF CORPORATION

The principal office address of the Corporation is:

1390 Ocean Drive, No. 207  
Miami Beach, Florida 33139

ARTICLE III

PURPOSE

The Corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. Such purposes include, but are not limited to, to provide services to, raise funds for, further the mission of and provide advocacy for the preservation, improvement and operation of the Miami Marine Stadium.

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not-for-profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor thereto.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Revenue laws.

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SECRETARY OF STATE  
FILED

No part of the income or principal of this Corporation shall inure to the benefit of, or be distributed to, any member, director or officer of the Corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

#### ARTICLE IV

##### POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not-for-profit by virtue of Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any successor thereto.

#### ARTICLE V

##### MEMBERS

The Corporation may have members as determined pursuant to the By-Laws of the Corporation. In no event, however, shall any such members of the Corporation have any voting or other rights as members of the Corporation unless these rights are specifically provided for in the Corporation's By-Laws.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of not more than nine (9) individuals. The exact number of the members of the Board of Directors of the Corporation shall be established in the Corporation's By-Laws. The members of the Board of Directors of the Corporation shall be appointed as provided in the Corporation's By-Laws.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of the initial Board of Directors who shall hold office until his successor is duly elected or appointed and is qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Donald Worth	1390 Ocean Drive, No. 207 Miami Beach, Florida 33139

15 AUG 1987  
PM 4:32  
FILED

Craig O'Neil.

9197 Old Pines Road  
Boca Raton, Florida 33428

#### ARTICLE VIII

##### BY-LAWS

Section 1. The Directors of the Corporation may adopt such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes, as such Directors may deem necessary from time to time.

Section 2. Upon such notice as set forth in the By-Laws, the By-Laws may be amended, altered or rescinded as provided in said By-Laws.

Section 3. The By-Laws of the Corporation shall contain provisions regulating the powers of the Corporation, the members, directors and the officers, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying out of the purpose of the Corporation.

#### ARTICLE XIX

##### AMENDMENT

These Articles of Incorporation may be amended at any meeting of the Board of Directors of the Corporation at which a quorum is present, by a two-thirds majority of the members of the Board of Directors present and entitled to vote, provided that written notice of such amendment and the meeting shall be provided, by mail or electronically, to all members of the Board of Directors at least thirty (30) days in advance of the meeting.

#### ARTICLE X

##### INDEMNIFICATION

The Corporation shall indemnify all of its officers, directors and employees and all of its former officers, directors and employees, as may be specifically provided in the Corporation's By-Laws.

#### ARTICLE XI

##### DISSOLUTION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, or to the federal, state or local government for exclusively public purposes.

## ARTICLE XII

### TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually, unless dissolved in accordance with the laws of the State of Florida.

## ARTICLE XIII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lynn B. Lewis, P.A.  
501 Brickell Key Drive, Suite 505  
Miami, Florida 33131

The initial Registered Agent of this Corporation at that address is Lynn B. Lewis.

## ARTICLE XIV

### INCORPORATOR

The name and street address of the Incorporator is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Donald Worth	1390 Ocean Drive, No. 207 Miami Beach, Florida 33139

## ARTICLE XV

### SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by the Florida Not for Profit Corporation Act, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. No contract or other transaction between the Corporation and any other person, firm, association, partnership or corporation, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation, provided all such interests are fully disclosed in advance, are on terms which are demonstrably fair to the Corporation's and are strictly in conformity with the Corporation's By-Laws and any Code of Ethics that may be adopted by the Corporation's

Board. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested. No person, firm, association, partnership or corporation shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. The directors, when so interested, shall not be counted as present at the Board of Directors meetings, and may not vote in such meetings.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation, for the uses and purposes aforesaid, this 30 day of July 2015.

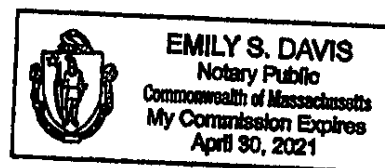
Donald Worth  
Donald Worth, Incorporator

STATE OF MA )  
COUNTY OF Berkshire ) SS.

The foregoing Articles of Incorporation were acknowledged before me this July 30th, 2015 by Donald Worth.

Emily S. Davis  
Notary Public, State of MA  
at Large

My Commission Expires: 4/30/21



FILED  
15 AUG 12 PM 4:32  
RECEIVED OF STATE  
ATTORNEY GENERAL

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FOR

RESTORE MARINE STADIUM, INC.

Pursuant to Chapter 617, Florida Statutes and having filed its Articles of Incorporation contemporaneously herewith, the Corporation hereby designates its Registered Office at Lynn B. Lewis, P.A., 501 Brickell Key Drive, Suite 505, Miami, Florida 33131, and hereby names Lynn B. Lewis located at such Registered Office as the Corporation's Registered Agent to accept service of process within this state.

RESTORE MARINE STADIUM, INC.

By:

Donald Worth  
Donald Worth, Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Lynn B. Lewis  
Lynn B. Lewis, Registered Agent

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15 AUG 12 PM 4:32  
SECRETARY OF STATE  
401 W. WASHINGTON  
TALLAHASSEE, FL 32399



ARTICLES OF INCORPORATION  
OF  
RESTORE MARINE STADIUM, INC.  
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FILED  
15 AUG 12 PM 4:32  
CLERK OF DISTRICT COURT  
MIAMI BEACH, FLORIDA

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Craig O'Neil.

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Boca Raton, Florida 33428

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Board. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested. No person, firm, association, partnership or corporation shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. The directors, when so interested, shall not be counted as present at the Board of Directors meetings, and may not vote in such meetings.

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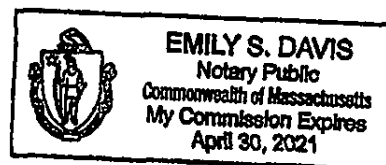
Donald Worth  
Donald Worth, Incorporator

STATE OF MA )  
COUNTY OF Berkshire ) ss.

The foregoing Articles of Incorporation were acknowledged before me this July 30th, 2015 by Donald Worth.

Emily Davis  
Notary Public, State of MA  
at Large

My Commission Expires: 4/30/21



FILED  
15 AUG 12 PM 4:32  
SECRETARY OF STATE  
ATLANTA, GA 30334

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

FOR

RESTORE MARINE STADIUM, INC.

Pursuant to Chapter 617, Florida Statutes and having filed its Articles of Incorporation contemporaneously herewith, the Corporation hereby designates its Registered Office at Lynn B. Lewis, P.A., 501 Brickell Key Drive, Suite 505, Miami, Florida 33131, and hereby names Lynn B. Lewis located at such Registered Office as the Corporation's Registered Agent to accept service of process within this state.

RESTORE MARINE STADIUM, INC.

By: Donald Worth

Donald Worth, Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Lynn B. Lewis  
Lynn B. Lewis, Registered Agent

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FILED  
15 AUG 12 PM 4:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA