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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WTA CHARITIES, INC.**

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Restated

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WTA CHARITIES, INC.
(a Florida not for profit corporation)

ARTICLE I

NAME

The name of the Corporation is: WTA Charities, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Corporation's principal place of business and mailing address in the State of Florida is 100 Second Avenue South, Suite 1100-S, St. Petersburg, Florida 33701.

ARTICLE III

PURPOSES

The Corporation is organized exclusively for charitable purposes. These purposes are:

A. To transact any and all lawful business for which not for profit corporations may be incorporated under the laws of the State of Florida, to the extent that such business may be conducted by organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal revenue Law, hereinafter referred to as the "Code," including, without limitation:

- i. promoting the interests of one or more public charities and foundations;
- ii. providing assistance to members of the global women's tennis community and others in need;
- iii. promoting education, sports, health, community service, empowerment, equality, and care;
- iv. assisting and mentoring youth through sport, education, involvement, and financial support; and
- v. promoting and assisting with community-level grass roots efforts that encourage and support opportunity, personal achievement, self-esteem, and respect.

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B. To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable purposes directly or through one or more grantee organizations.

C. To do everything necessary, proper, advisable, and convenient for the accomplishment of the purposes set forth above, and to do all other things incidental thereto or connected therewith that are not forbidden by the laws of the State of Florida or by these Articles of Incorporation.

ARTICLE IV

POWERS

The Corporation shall have and exercise all powers and rights conferred upon nonprofit corporations by the Florida Not For Profit Corporation Act, Fla. St. Ann. §§ 617.01011 et seq. (the "Act") and any enlargement of such powers conferred by subsequent legislative acts. In addition, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Florida that are necessary, proper, advisable, or convenient for the accomplishment of the purposes set forth above in Article III. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

In addition to the foregoing:

1. The Corporation shall distribute its income for each taxable 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 Code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(e) of the Code.
4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V**BYLAWS TO REGULATE INTERNAL AFFAIRS**

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

ARTICLE VI**DISTRIBUTION OF ASSETS ON
DISSOLUTION OR FINAL LIQUIDATION**

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the net income of the Corporation shall be distributed or inure to the benefit of any private individual, provided, however, that the Corporation may pay reasonable compensation for services rendered and make payments and distributions that further the purposes set forth in Article III. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at that time qualify under Section 501(c)(3) of the Code, or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

ARTICLE VII**NO POWER TO INFLUENCE LEGISLATION**

The Corporation shall not participate in any political campaign for or against any candidate for public office or devote a substantial part of its activities to influencing legislation.

ARTICLE VIII**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 100 Second Avenue South, Suite 1100-S, St. Petersburg, Florida 33701, and the name of its registered agent at such address is Courtney McBride.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND ELECTION OR APPOINTMENT OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be no fewer than three nor more than thirteen directors. The manner of election, qualification, and other matters pertaining to the election or appointment of Directors shall be governed by the Bylaws.

ARTICLE X

REMOVAL OF DIRECTORS

At any meeting of the Board of Directors, any one or more of the directors may be removed from the Board of Directors with or without cause by a vote of the majority of the directors, and a successor may be elected in the manner specified in the Bylaws. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

ARTICLE XI

MEMBERS

The sole member of the Corporation shall be WTA Tour, Inc.

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ARTICLE XII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator is:

WTA Tour, Inc.
100 Second Avenue South, Suite 1100-S
St. Petersburg, Florida 33701

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Courtney McBride

November 17, 2017 | 8:54 AM EST

Courtney McBride

Date

I submit this document and affirm that the facts stated herein are true. I am aware that my false information submitted in a document to the Department of State constitutes a third degree as provided for in s.817.155, F.S.

Matthew Cenedella

November 8, 2017 | 5:25 PM EST

WTA Tour, Inc.

Date

By: Matthew Cenedella
Title: Chief Operating Officer