

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PICKLEPLEX OF PUNTA GORDA, INC.

DOCUMENT NUMBER: N17000001583

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

Please return all correspondence concerning this matter to the following:

ZENIA MCKINLEY

(Name of Contact Person)

WOTITZKY, WOTITZKY, ROSS & MCKINLEY P.A.

(Firm/ Company)

1107 W. MARION AVE., UNIT 111

(Address)

PUNTA GORDA, FL 33950

(City/ State and Zip Code)

zenia@wotitzkylaw.com

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

For further information concerning this matter, please call:

ZENIA MCKINLEY

941

639 - 2171

at

(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:

- | | | | |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
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

**Amended and Restated Articles of Incorporation
of PicklePlex of Punta Gorda, Inc.,
a Florida not-for-profit corporation**

We, the undersigned, hereby subscribe to and adopt the following as our Amended and Restated Articles of Incorporation (the "Articles"):

ARTICLE I: NAME

The name of this corporation is PicklePlex of Punta Gorda, Inc. (the "Corporation").

ARTICLE II: ADDRESS

2.01 The Corporation's principal place of business shall be 1479 Wren Ct., Punta Gorda, FL 33950.

2.02 The Corporation's mailing address shall be 1479 Wren Ct., Punta Gorda, FL 33950.

ARTICLE III: DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV: NON-PROFIT STATUS

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V: GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which the Corporation is formed is to promote fitness and well-being for the people of Charlotte County and the surrounding area, especially the youth and disadvantaged, through the use of a complex for exercise and sports including pickleball.

ARTICLE VI: MEMBERSHIP

The membership of the Corporation shall consist of those persons as may hereafter be admitted to membership pursuant to the Bylaws of the Corporation. Members may be classified into different categories.

ARTICLE VII: REGISTERED OFFICE AND REGISTERED AGENT

6.01 The street address of the registered office of the Corporation is 1107 W. Marion Ave., Unit 111, Punta Gorda, FL 33950.

6.02 The name of the registered agent of the Corporation is Michael R. McKinley, Esq.

ARTICLE VIII: OFFICERS

8.01 The officers of the Corporation shall be a President, a Vice-President, a Secretary/Treasurer, and such other officers as may be provided in the Bylaws, all of whom shall be elected by the Board of Directors of the Corporation at its annual meeting.

8.02 Officers of the Corporation shall also be members of the Board of Directors.

8.03 The names of the persons who are to serve as officers until the first election under these Articles are:

<u>Office</u>	<u>Name</u>
President	Ted Kegeris
Vice President	Joel Shaffer
Secretary/Treasurer	Gloria Reilly

ARTICLE IX: BOARD OF DIRECTORS

9.01 The business affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall have three (3) directors. The number of directors may be changed from time to time according to the Bylaws, but shall never be less than three (3).

9.02 The directors shall be members of the Corporation.

9.03 Members of the Board of Directors shall be elected at the annual meeting of the members and shall hold office in accordance with the Bylaws.

9.04 The names and addresses of the Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Ted Kegeris	1479 Wren Ct. Punta Gorda, FL 33950
Joel Shaffer	24469 Lakeside Manor Punta Gorda, FL 33980
Gloria Reilly	27921 Arrowhead Circle Punta Gorda, FL 33982

ARTICLE X: BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time amend, alter, or rescind the same by a simple majority vote of a quorum at a Board meeting called for that purpose, or at a regular Board meeting upon notice given, except as otherwise herein provided.

ARTICLE XI: AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

11.01 Amendments to these Articles may be proposed by a majority of the Board or upon petition of one-fourth (1/4) of the members in writing, signed by them.

11.02 Upon any amendment or amendments to these Articles being proposed by the Board, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

11.03 Except as otherwise required for by Florida law, these Articles may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Corporation, and that the notice contains a fair statement of the proposed amendment.

11.04 An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Charlotte County, Florida.

ARTICLE XII: INDEMNIFICATION

12.01 Every officer and director of the Corporation shall be indemnified by the Corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been a director or officer of the Corporation, or a settlement of such proceeding, whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the Board of Directors approves the settlement and reimbursement as being in the best interest of the Corporation. This indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

12.02 Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

12.03 The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XIII: PROHIBITED ACTIVITIES

13.01 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 of the Corporation.

13.02 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 any candidate for public office.

13.03 Other provisions of these Articles notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under United States Internal Revenue Code.

ARTICLE XIV: DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose. None of the proceeds shall be used for prohibited activities as defined herein.

ARTICLE XV: ADOPTION

These Articles have been approved and adopted on June 6, 2017, by two-thirds (2/3) vote of the membership and may be further amended by a two-thirds (2/3) vote of those present at a special meeting of the membership called for that purpose, or at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

[SIGNATURES ON FOLLOWING PAGES.]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7 day of June, 2017.

Signed, Sealed and Delivered in the Presence of:

WITNESS:

PicklePlex of Punta Gorda, Inc., a Florida not-for-profit corporation

Jacquelyn M. Smith
Print Name: JACQUELYNN M. SMITH

By: Ted Kegeris
Ted Kegeris, President

Zenia McKinley
Print Name: Zenia McKinley

Jacquelyn M. Smith
Print Name: JACQUELYNN M. SMITH

By: Joel Shaffer
Joel Shaffer, Vice President

Zenia McKinley
Print Name: Zenia McKinley

Jacquelyn M. Smith
Print Name: JACQUELYNN M. SMITH

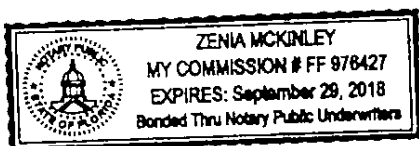
By: Gloria Reilly
Gloria Reilly, Secretary/Treasurer

Zenia McKinley
Print Name: Zenia McKinley

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 7 day of June, 2017, by Ted Kegeris, as the President of Pickleplex of Punta Gorda, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. He is personally known to me or has produced FLDL as identification and did/did not take an oath.

My commission expires:



Zenia McKinley
Notary Public

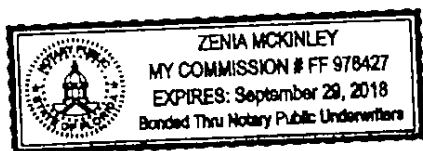
Printed name of Notary

Serial or Commission Number

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 7 day of June, 2017, by Joel Shaffer, as the Vice President of Pickleplex of Punta Gorda, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. He is personally known to me or has produced FL DL as identification and did/did not take an oath.

My commission expires:



Zenia McKinley
Notary Public

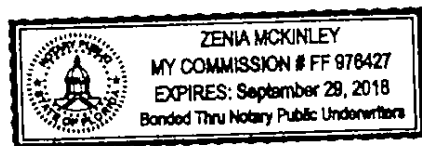
Printed name of Notary

Serial or Commission Number

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 7 day of June, 2017, by Gloria Reilly, as the Secretary/Treasurer of Pickleplex of Punta Gorda, Inc., a Florida not-for-profit corporation, on behalf of the Corporation. She is personally known to me or has produced FL DL as identification and did/did not take an oath.

My commission expires:



Zenia McKinley
Notary Public

Printed name of Notary

Serial or Commission Number