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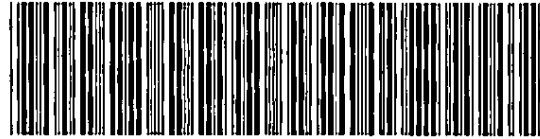
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ASPIRE BASKETBALL FOUNDATION, INC.

DOCUMENT NUMBER: N17000002983

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

Please return all correspondence concerning this matter to the following:

Ellis Carter

Name of Contact Person

Caritas Law Group P.C.

Firm/ Company

2307 S. Rural Road

Address

Tempe, Arizona 85282

City/ State and Zip Code

ellis@caritaslawgroup.com

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

For further information concerning this matter, please call:

Cynthia Mercado

at 480 428-3392

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**ASPIRE BASKETBALL FOUNDATION, INC.**

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes ("FNFPCA"), the undersigned corporation adopts the following amendments and restatement of its Articles of Incorporation:

FIRST: The name of the Corporation is Aspire Basketball Foundation, Inc.

SECOND: The document attached hereto as Exhibit "A" sets forth a restatement of the Articles of Incorporation, which contain amendments to the Articles of Incorporation.

THIRD: The document attached hereto as Exhibit "A" do not require member approval and was duly adopted by an act of the board of directors of the Corporation on June 29, 2017.

DATED: June 29, 2017.

  
Michael Kipness, President

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## EXHIBIT A

### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ASPIRE BASKETBALL FOUNDATION, INC.

These Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation and any amendments or restatements thereof of Aspire Basketball Foundation, Inc., all pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, ("FNFPCA").

#### ARTICLE I

##### *Name*

The name of the corporation is Aspire Basketball Foundation, Inc. (the "Corporation").

#### ARTICLE II

##### *Purpose and Duration*

Section 1. The Corporation is organized and shall be operated exclusively for charitable and educational purposes, as well as to foster national and international amateur sports competition, all within the meaning of I.R.C. § 501(c)(3). The corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

Section 2. The duration of the Corporation shall be perpetual.

#### ARTICLE III

##### *Activities and Restrictions*

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c).

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. § 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. § 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. §§ 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. § 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

#### **ARTICLE IV** ***Members***

The Corporation shall have no members.

#### **ARTICLE V** ***Board of Directors***

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the FNFPCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be three (3). The name and address of the initial directors are:

Michael Kipness  
7 Soffer Place  
Branford, CT 06405

Stewart Blair Tolar  
3541 Savoy Circle  
Paducah, Kentucky 42001

Richard Walton  
274 Church Street Unit 3E  
Guilford, CT 06437

#### **ARTICLE VI** ***Officers***

The persons who are to serve as the initial officers at the pleasure of the Board of Directors are:

Michael Kipness, President

Noreen Kipness, Secretary/Treasurer

**ARTICLE VII*****Amendment***

These Articles of Incorporation may be amended by the directors of the Corporation by vote of a majority (51%) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

**ARTICLE VIII*****Dissolution***

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

**ARTICLE IX*****Principal Office and Registered Agent***

The mailing and street address of the principal office of the Corporation is 9461 Hollyhock Ct., Davie, FL 33328, and the name of the Registered Agent at such address is Scott E. Abolafia CPA PA.

**ARTICLE X*****Director Liability***

To the fullest extent permitted by the FNFPCA as the same exist or may be hereafter amended, no director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a director of the Corporation occurring prior to such repeal, amendment or modification.

**ARTICLE XI*****Indemnification***

To the fullest extent permitted by the FNFPCA as the same exist or may be hereafter amended, the Corporation shall indemnify and advance expenses to any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director,

officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any matter giving rise to indemnification and advancement of expenses occurring prior to such repeal, amendment or modification.

DATED: June 29, 2017.

A handwritten signature in black ink, appearing to read "Michael Kipness", written over a horizontal line.

Michael Kipness, President