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INC.

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PAGE 02/07

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May 23, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ANTONIO BROWN'S LIVE YOUR VISION FOUNDATION, INC.
3600 ESTATE OAK CIR
FT LAUDERDALE, FL 33312US

SUBJECT: ANTONIO BROWN'S LIVE YOUR VISION FOUNDATION, INC.
REF: N17000003331

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

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

FAX Aud. #: B17000139211
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**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANTONIO BROWN'S LIVE YOUR VISION FOUNDATION, INC.
a Florida not for profit Corporation**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be:

ANTONIO BROWN'S LIVE YOUR VISION FOUNDATION, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal and mailing business address of the corporation shall be:

3600 Estate Oak Circle
Fort Lauderdale, Florida 33312

**ARTICLE III
PURPOSE(S)**

The purpose for which the corporation is organized is:

- A. To provide educational and charitable support to children in the community through various methods, including but not limited to, sponsoring after school educational programs, supporting local children's charities and other appropriate methods.
- B. Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively charitable, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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- C. Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV PROHIBITION AGAINST SELF INURNMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V METHOD OF ELECTION OF DIRECTORS

The method of election of directors is to be as stated in the bylaws.

ARTICLE VI EXISTENCE

The period of the duration of this corporation is perpetual unless sooner dissolved according to law.

ARTICLE VII INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial registered agent and registered office in the State of Florida are:

INITIAL REGISTERED AGENT: Lamont Neiman & Interian, P.A.

INITIAL REGISTERED OFFICE: New World Tower - Suite 801
100 N. Biscayne Boulevard
Miami, Florida 33132

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ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

By:

Name: Alberto Interian

Title: Vice President

ARTICLE VIII
INCORPORATOR

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Antonio Brown	3600 Estate Oak Circle Fort Lauderdale, Florida 33312

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the directors, but shall never be less than three (3) unless permissible under Florida Law. The names and addresses of the persons who are to serve initially are:

<u>Name</u>	<u>Address</u>
Antonio Brown	3600 Estate Oak Circle Fort Lauderdale, Florida 33312
Bari Wolfman	c/o KCB Sports Marketing 10635 NW 69th Place Parkland, FL 33076 3600 Estate Oak Circle Fort Lauderdale, Florida 33312
Charles Butman, Esq.	8551 West Sunrise Boulevard, Suite 300 Plantation, Florida

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ARTICLE X
CAPITAL STOCK

This corporation is organized under a non-stock basis.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE XII
DISTRIBUTE OF INCOME

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on un-distributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLES XIII
PROHIBITION AGAINST SELF DEALING

The corporation won't engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLES XIV
PROHIBITION AGAINST EXCESS BUSINESS HOLDINGS

The corporation won't retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLES XV
LIMITATION ON INVESTMENTS

The corporation won't make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLES XVI
PROHIBITION AGAINST TAXABLE EXPENDITURES

The corporation won't make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE XVII
AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon its directors is subject to this reservation.

This amendment was adopted by the Board of Directors on May 22, 2017. This corporation has no members to vote.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of June, 2017.



Antonio Brown,
Incorporator

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