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**FLORIDA PROFIT/NON PROFIT CORPORATION
GREATER MIAMI SPORTS COMMISSION, INC.**

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**ARTICLES OF INCORPORATION
OF
GREATER MIAMI SPORTS COMMISSION, INC.**

We, the undersigned, do hereby associate ourselves under the following articles for purposes of forming a Corporation Not for Profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be "Greater Miami Sports Commission, Inc.", and its address is: 701 Brickell Avenue, Suite 2700, Miami, FL 33131.

ARTICLE II - DURATION

This Corporation shall be of perpetual duration.

ARTICLE III - PURPOSE

The primary purpose of the corporation shall be to foster regional, national and international amateur sports competitions in Miami-Dade County, Florida; to conduct regional, national and international amateur sports competition events in such county and to support and develop amateur athletics for regional, national and international competition in such sports.

This Corporation is organized exclusively for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the correspondent division of any future United States Internal Revenue Law).

**ARTICLE IV
GENERAL STATEMENT AS TO FEDERAL INCOME TAX CONSEQUENCES**

1. At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law:
 - A. This corporation shall not possess or exercise any power of authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereafter sometimes referred to as "the Code"), contributions to which are deductible for federal income tax purposes, nor shall it engage directly or indirectly in any activity which might cause the loss of such qualifications.
 - B. No part of the assets or net earnings of this Corporation shall ever be used for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code. This Corporation shall not be organized or operated for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code.

- C. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - D. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation nor shall it participate or intervene in any manner, to any extent, in any political campaign on behalf of (or in opposition to) any candidate for public office, whether by publishing or distributing statements, or otherwise.
 - E. At no time shall this Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1986.
 - F. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator, of this Corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable allowance for a authorized expenditures incurred on behalf of this Corporation; and no part of the assets or net earnings, current or accumulated of this Corporation shall ever be distributed to or divided among any such person or persons, or be distributed to or divided among any such person or persons, or inure to, be sued for; accrue to or to the benefit of any such person or private individual (pursuant to the prohibition contained in Section 501(c)(3) of the Code).
 - G. No solicitation of contributions to this Corporation shall be made, and no gift, bequest or devise to this Corporation shall be accepted, upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose its exemption from payment of federal income taxes.
 - H. Notwithstanding any other provisions of these articles, if at any time or times the Corporation shall be a "private foundation" as defined in Section 509 of the Code, then during such time or times the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investment in any manner as to subject the Corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Code.
2. Upon the termination, dissolution or winding up of this Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to one or more organizations described in Section 501(c)(3) of the Code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of the Code.
 3. Any references herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded as the case may be.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors. The Board of Directors shall consist of any number to be determined by the Board of Directors from time to time, except that the number can never be less than three (3). The manner in which the directors are to be elected shall be determined by the bylaws.

ARTICLE VI - INDEMNIFICATION

The private property of the officers and directors of this Corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501(c)(3) organizations, the Corporation shall indemnify and defend its officers and its directors from and against liability arising from their offices or for their acts on behalf of the Corporation.

ARTICLE VII - NON STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary benefits shall be declared or paid to the members thereof.

ARTICLE VIII - ELECTION OF OFFICERS

The officers shall be elected by the Board of Directors.

ARTICLE IX - AMENDMENT OF ARTICLES

These articles may be amended in the manner provided by statute at the time of the amendment, provided however, that no such amendment shall be made or effective unless a resolution approving same shall have been duly adopted by the Board of Directors of the Corporation.

ARTICLE-X:

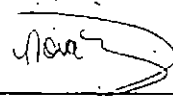
STREET ADDRESS AND DESIGNATION OF INITIAL REGISTERED AGENT

The initial registered office of the corporation: Capitol Corporate Services, Inc., 515 East Park Avenue, 2nd Floor, Tallahassee, FL 32301 has been named the initial registered agent of the Corporation.

ARTICLE XI - INCORPORATOR

The name and address of the original incorporator of the Articles of Incorporation is: Nora Hernandez, c/o Greenberg Traurig, LLP, 3333 Piedmont Road NE, Suite 2500, Atlanta, GA 30305.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 16th day of January 2018.



Nora Hernandez, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

Kim Tadlock

Capitol Corporate Services, Inc.,
Registered Agent