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NAME: GREATER MIAMI SPORTS COMMISSION, INC.

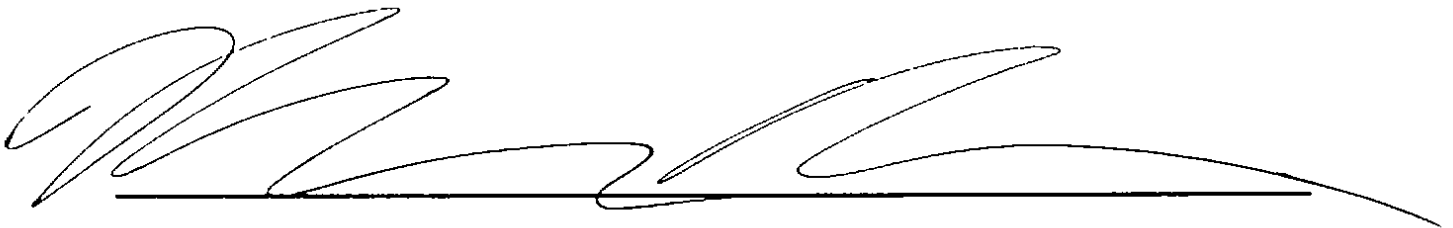
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Greater Miami Sports Commission, Inc.

DOCUMENT NUMBER: N18000000513

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

Please return all correspondence concerning this matter to the following:

Jose Sotolongo

(Name of Contact Person)

Greater Miami Sports Commission, Inc.

(Firm/ Company)

701 Brickell Avenue Suite 2700

(Address)

Miami, FL 33131

(City/ State and Zip Code)

Jose@GMCVB.com

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

For further information concerning this matter, please call:

Jose Sotolongo

305.539.2972

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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" 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) |
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Greater Miami Sports Commission Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N18000000513

(Document Number of Corporation (if known))

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:

A. If amending name, enter the new name of the corporation:

N/A

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

N/A

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add	<u>D</u>	<u>William D. Talbert III</u>	<u>701 Brickell Avenue, Ste 2700</u> <u>Miami, FL 33131</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change <input type="checkbox"/> Add	<u>PCEO</u>	<u>William D. Talbert III</u>	<u>701 Brickell Avenue, Ste 2700</u> <u>Miami, FL 33131</u>
<input checked="" type="checkbox"/> Remove			
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>DPCEO</u>	<u>David Whitaker</u>	<u>701 Brickell Avenue, Ste 2700</u> <u>Miami, FL 33131</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Raymond Anthony Martinez</u>	<u>701 Brickell Avenue, Ste 2700</u> <u>Miami, FL 33131</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please see attached for requested amendments.

Lined area for text entry.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 12/6/2022

Signature William D. Talbert III
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

William D. Talbert III

(Typed or printed name of person signing)

CEO and President

(Title of person signing)

E.

Please substitute the existing language in the following Articles:

Article III (“Purpose”) shall be substituted in its entirety by the following language:

The primary purpose of the corporation shall be to serve as a not-for-profit trade association or business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any federal tax code to (a) serve as and perform the obligations of the Host Committee with respect to the 2026 World Cup in Miami-Dade County in connection therewith, exercise all rights granted by the Federation International De Football Association (FIFA) to such Host Committee and fulfill all obligations under the applicable Host City Agreement with FIFA, (b) develop, promote, assist and encourage professional and amateur sports programs in South Florida; and (c) improve the economic and business conditions of South Florida by promoting and producing local, regional, national and/or international sports competition. In furtherance of these purposes, the corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support these objectives. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon the corporations not for profit in the State of Florida.

Article IV (“General State as to Federal Income Tax Consequences”) shall be substituted in its entirety by the following language:

The corporate powers of the corporation are as provided in Chapter 617 of the Florida Statutes or the corresponding provision of any future Florida Statutes, except to the extent such powers are limited by the following provisions of this Article IV:

- (a) The corporation shall not engage in any activities prohibited by Chapter 617 of the Florida States or Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future Florida Statutes or federal tax code.
- (b) No part of the assets or 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 set forth in Article III of these Articles.
- (c) The corporation shall not engage in a regular business of a kind ordinarily carried on for profit, or perform particular services for individual persons.
- (d) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Greater Miami Sports Commission, Inc.
Document Number N18000000513
Attachment to Articles of Amendment

Please add the following new language:

Article X (“Dissolution”)

Upon the dissolution of the corporation, its residual assets shall be distributed for one or more exempt purposes within the meaning of either Section 501(c)(3) or Section 501(c)(6) 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.