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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
GREATER MIAMI SPORTS COMMISSION, INC

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GREATER MIAMI SPORTS COMMISSION, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned, being the CEO and President of Greater Miami Sports Commission, Inc., a Florida corporation not for profit (the "Corporation"), and desiring to amend and restate the Corporation's Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Florida Department of State, Division of Corporations (the "Department"), on January 16, 2018, Document No. N18000000513.

SECOND: The Articles of Incorporation of the Corporation were amended by those certain Articles of Amendment to Articles of Incorporation filed with the Department on July 1, 2022.

THIRD: There are no members or members entitled to vote on these Amended and Restated Articles of Incorporation of the Corporation. These Amended and Restated Articles of Incorporation of the Corporation were adopted by the board of directors of the Corporation on October 1, 2024. The number of votes cast for these Amended and Restated Articles of Incorporation of the Corporation by the board of directors of the Corporation were sufficient for approval.

FOURTH: The Articles of Incorporation of the Corporation, as previously amended by those certain Articles of Amendment to Articles of Incorporation of the Corporation, are hereby amended and restated, and superseded, in their entirety by these Amended and Restated Articles of Incorporation of the Corporation as follows:

**ARTICLE I - NAME**

The name of the Corporation is: "GREATER MIAMI SPORTS COMMISSION, INC.". The street address of the principal office and mailing address of the Corporation is 220 Alhambra Circle, Suite 600, Coral Gables, FL 33134.

## **ARTICLE II - DURATION**

The Corporation shall be of perpetual duration.

## **ARTICLE III - PURPOSE**

The primary purpose of the Corporation shall be to (a) foster regional, national, and international amateur sports competitions in South Florida, (b) support and develop amateur athletics for regional, national and international competition in such sports, and (c) improve the economic and business conditions of South Florida by promoting and producing local, regional, national and/or international amateur sports competition.

## **ARTICLE IV – PROHIBITIONS**

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 Statutes or the corresponding provisions of any future Florida Statutes;

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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) No substantial part of the activities of the Corporation shall be 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; and

(e)Notwithstanding any other provision of these Articles, if the Corporation receives a determination letter recognizing the Corporation's tax exemption from federal income tax, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation qualifying for the exemption under the Internal Revenue Code Section listed in the determination letter.

#### **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 bylaws of the Corporation, 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 of the Corporation.

#### **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 Treasury Regulations, 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, except as otherwise set forth in these Articles, 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 - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 515 East Park Avenue, 2<sup>nd</sup> Floor, Tallahassee, Florida 32301, and the name of its registered agent at such address is Capitol Corporate Services, Inc, in each case as of the date of these Amended and Restated Articles of Incorporation.

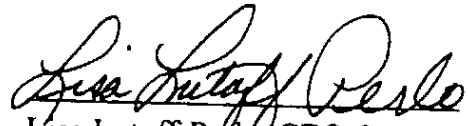
### **ARTICLE XI – INCORPORATOR**

The name and address of the original incorporator of the Corporation, at the date and time of the incorporation of the Corporation on January 16, 2018, were Nora Hernandez, c/o Greenberg Traurig, LLP, 3333 Piedmont Road NE, Suite 2500, Atlanta, Georgia 30305.

### **ARTICLE XII - DISSOLUTION**

Upon dissolution of the Corporation, its residual assets shall be distributed for one or more charitable purposes, or shall be distributed to the federal government, or to state or local government for public purpose. Any 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.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation of Greater Miami Sports Commission, Inc., as of this 8 day of October, 2024.

  
Lisa Lutoff-Perlo, CEO & President