

# H1800000273

## Florida Department of State

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : GREENBERG TRAUER (ORLANDO)  
Account Number : 103731001374  
Phone : (407) 418-2435  
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Email Address: jdzaluk@gmail.com

### COR AMND/RESTATE/CORRECT OR O/D RESIGN SPECIAL OLYMPICS USA GAMES 2022 ORGANIZING COMMITTEE

Certificate of Status	0
Certified Copy	1
Page Count	03
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TALLAHASSEE, FLORIDA

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March 22, 2018

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
SPECIAL OLYMPICS USA GAMES 2022 ORGANIZING COMMITTEE IN  
1915 DON WICKHAM RD  
CLERMONT, FL 34747US

SUBJECT: SPECIAL OLYMPICS USA GAMES 2022 ORGANIZING COMMITTEE INC.  
REF: N18000D02273

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.

In accordance with Title 36, section 380, U.S. Code, we cannot accept an entity using the word OLYMPIC or OLYMPIAD without written approval from:

U.S. OLYMPIC COMMITTEE  
1 Olympic Plaza  
Attn: Legal Dept.  
Colorado Springs, CO 80909  
(949) 975-2900.

I'm sorry but this corporation was filed in error by our New Filing Section. Please see if you can obtain a letter of approval for the name. If you cannot obtain a letter you will need to change your name to remove the word Olympics.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

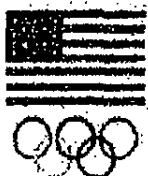
Diane Cushing  
Senior Section Administrator

FAX Aud. #: H18000090887  
Letter Number: 918A00005844

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TALLAHASSEE, FLORIDA

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UNITED STATES  
OLYMPIC COMMITTEE  
1 Olympic Plaza  
Colorado Springs, CO 80909

April 24, 2018

Brianna Schreiner  
Staff Attorney  
Special Olympics  
1133 19th Street NW  
Washington, DC 20036

Dear Ms. Schreiner:

This letter shall confirm that the United States Olympic Committee ("USOC") grants permission to the Special Olympics, Inc. ("Special Olympics") to incorporate using "Olympic" in the name of a local organizing committee in the state of Florida, namely, The Organizing Committee for the 2022 USA Games ("the Name").

The USOC's consent is based upon historical agreements between the USOC and the Special Olympics regarding the nature and manner of use of the federally protected terminology "OLYMPIC" by Special Olympics. The USOC reserves the right to require Special Olympics to cease using the Name (including withdrawing any Florida registration under the Name) in the event that Special Olympics or its affiliates use the name in a manner inconsistent with prior agreements, history and understanding between the USOC and Special Olympics.

Very truly yours,

United States Olympic Committee

A handwritten signature in cursive script, reading "Kelly C. Maser".

By: Kelly C. Maser  
Title: Associate General Counsel, Intellectual Property

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FILED

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

18 APR 30 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Special Olympics USA Games 2022 Organizing Committee, Inc.**

**(a Florida Not-for-Profit Corporation)**

**Florida Document Number N18000002273**

Joseph Dzaluk, being the Incorporator of SPECIAL OLYMPICS USA GAMES 2022 ORGANIZING COMMITTEE, INC., a Florida non-profit corporation (the "Corporation"), hereby certifies:

These Amended and Restated Articles of Incorporation (the "Amended Articles") restate, integrate, and further amend the provisions of the Corporation's Articles of Incorporation.

The terms and provisions of these Amended Articles were adopted and affirmatively approved by the Board of Directors of the Corporation and did not require Member approval.

Pursuant to Sections 617.1007 and 617.01201 of the Florida Business Corporation Act, the text of the Articles of Incorporation of the Corporation, is hereby amended and restated to read in its entirety as follows:

**ARTICLE I  
Name and Term**

The name of this Corporation is Special Olympics USA Games 2022 Organizing Committee, Inc.

The Corporation shall remain in existence from the date of filing of these Amended Articles with the Florida Secretary of State until December 31, 2022.

**ARTICLE II  
Principal Office**

The address of the principal office and the mailing address of the Corporation shall be 1915 Don Wickham Dr., Clermont, FL 34711.

**ARTICLE III  
Purpose**

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

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The Corporation shall plan, organize, finance and conduct the 2022 Special Olympics USA Games, a local, area, state and national sports program for persons with intellectual disabilities.

#### **ARTICLE IV** **Board of Directors**

The Corporation shall be operated by a board of directors, the number of which is to be no less than three. The manner in which the Board of Directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Joseph Dzaluk	1915 Don Wickham Dr. Clermont, FL 34711
Sherry Wheelock	1915 Don Wickham Dr. Clermont, FL34747
Ron Fulup	1915 Don Wickham Dr. Clermont, FL34747

#### **ARTICLE V** **Members**

The Corporation shall have no members.

#### **ARTICLE VI** **Dissolution**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed equally to (a) Special Olympics Florida, Inc., a Florida not-for-profit corporation, and (b) Special Olympics International, Inc., a non-profit corporation incorporated in the District of Columbia, each of which is a not-for-profit corporation organized and operated exclusively for charitable purposes and each of which has established its tax-exempt status under Section 501(c)(3) of the Code, as amended, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE VII** **Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation or any other private person except that the Corporation shall be authorized to pay reasonable compensation for services. No 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

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(including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, as amended, or corresponding sections of any future federal tax code.

#### ARTICLE VIII

##### Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 1915 Don Wickham Dr, Clermont Fl 34711 and the name of its registered agent at such office is Joseph Dzaluk.

#### ARTICLE IX

##### Incorporator

The name and address of the sole incorporator is Joseph Dzaluk 1915 Don Wickham Dr. Clermont Fl 34747.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 30th day April, 2018.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

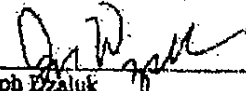
  
Joseph Dzaluk, Incorporator

#### FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

That SPECIAL OLYMPICS USA GAMES 2022 ORGANIZING COMMITTEE, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Amended and Restated Articles of Incorporation, at: 1915 Don Wickham Dr., Clermont, FL 34711, has named Joseph Dzaluk at that address as its agent to accept service within this state.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

  
Joseph Dzaluk

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