

N1800000 4972

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(City/State/Zip/Phone #)

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(Business Entity Name)

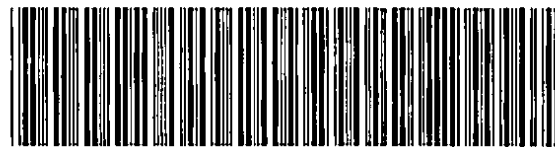
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FILED
CLERK OF STATE
OFFICE OF CORPORATIONS
JUN 03 - 3 PM 3:22

Amended + Restated

JUN 03 2019

D CUSHING

COVER LETTER

**To: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

Subject: Articles of Amendment Warrior Focus Foundation

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

Please return all correspondence concerning this matter to the following:

Warrior Focus Foundation
7269 NE 4th Ave
Miami, Florida, 33138

For further information concerning this matter, please contact: David S. Forman, Esq.

Daytime telephone number: 305-606-0017
Email address: dforman@davidformanesq.com

Enclosed is a check for the following amount: \$35.00 (Filing Fee)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 JUN -3 PM 3: 22



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 22, 2019

WARRIOR FOCUS FOUNDATION
7269 NE 4TH AVE
MIAMI, FL 33138

SUBJECT: WARRIOR FOCUS FOUNDATION INC.
Ref. Number: N18000004972

We have received your document for WARRIOR FOCUS FOUNDATION INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Letter Number: 619A00010381

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

Warrior Focus Foundation Inc.
A Florida "Not for Profit" Corporation
N18000004972

19 JUN -3 PM 3:22
FILED
CLERK OF DISTRICT COURT
JANUARY 10, 2019

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, this Florida Not-for-Profit Corporation amends its Articles of Incorporation. Warrior Focus Foundation, Inc. is not a membership organization and does not have any members. There are no members entitled to vote on the amended and restated articles of incorporation adopted on May 3, 2019. The amended and restated articles of incorporation was adopted on May 3rd, 2019, by the board of directors of the Warrior Focus Foundation. Hereforth, Warrior Focus Foundation, Inc. Articles of Incorporation shall read as follows:

Article I

Name of Corporation

The name of the corporation ("Corporation") is Warrior Focus Foundation Inc.

Article II

Principal Office & Mailing Address

The principal office of the corporation is located at 7269 NE 4th Ave, Miami, Florida 33138.
The mailing address of the corporation is: 7269 NE 4th Ave, Miami, Florida 33138.

Article III

Purpose

A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. The Warrior Focus Foundation shall work to empower young men and women through sports, mentorship, and life skills.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

Article IV

Directors

The manner in which directors are elected or appointed is: as provided in the bylaws.

Article V
Registered Agent

The name of the registered agent of the corporation is The address of this registered agent is The name and Florida Street address of the registered agent is:

David S. Forman
6855 SW 81st Street
Suite 300
Miami, FL 33143

Article VI
Officers and Directors

The officers and directors of the corporation is/are:

Title P Christian Bizzotto
7269 NE 4th Avenue
Miami, FL 33138

Title VP Daniel Feinberg
928 Belle Meade Island Drive
Miami, FL 33138

Title S Alejandro De Onis
438 NE 70th St.
Miami, FL 33138

Title T David S. Forman
6855 SW. 81st Street, Unit 300
Miami, FL 33143

Article VII
Effective Date

The effective date for this corporation shall be: _____.

Article VIII
Limitations

A. Corporate Purposes: Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. No Private Inurement: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any

individual, except as reasonable compensation for services actually performed in carrying out the Corporation's purposes as specified herein. The property, assets, profits and net income of the Corporation are irrevocably dedicated to the purposes specified herein no part of which shall inure to the benefit of any individual.

C. Lobbying and Political Campaigns: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

D. Dissolution: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

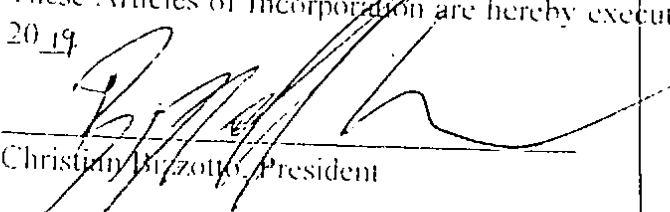
Article IX

Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

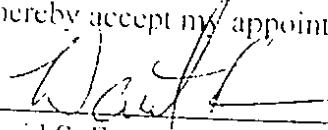
EXECUTION

These Articles of Incorporation are hereby executed on this 3rd day of May, 2019.


Christian Brizzotto, President

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for the Corporation.



David S. Forman, Esq.

Date: 5/31/2019