

N180000005876

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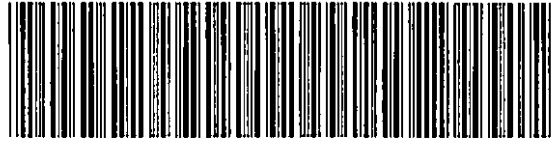
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our application or your
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 AUG 21 PM 3:08

Amend

AUG 29 2018

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PSN FLAG FOOTBALL, INC.

DOCUMENT NUMBER: N18000005876

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

Please return all correspondence concerning this matter to the following:

NED W JAMES
Name of Contact Person
PSN FLAG FOOTBALL, INC.
Firm/ Company
7895 NW 176TH STREET
Address
HIALEAH, FL 33015
City/ State and Zip Code

PSNFLAGFOOTBALL@YAHOO.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

NED W JAMES 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) |
|------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

19 AUG 24 PM 3:07
OFFICE OF
CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2018

NED W JAMES
PSN FLAG FOOTBALL, INC
7895 NW 176TH STREET
HIALEAH, FL 33015

SUBJECT: PSN FLAG FOOTBALL, INC.
Ref. Number: N18000005876

We have received your document for PSN FLAG FOOTBALL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must only submit one type of document. Either complete our form in it's entirety or submit your form. Our office does not file the bylaws so you will need change your form to read Articles of Amendment (only) and remove any mention to the By-Laws.

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

Letter Number: 318A00014739

RECEIVED
18 AUG 21 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION
Of
PSN FLAG FOOTBALL, Inc.**

**ARTICLE I
NAME OF CORPORATION**

The name of the organization, a corporation not for profit existing under the laws of the State of Florida, shall be: **PSN FLAG FOOTBALL, Inc.**

**ARTICLE II
PURPOSES**

The purposes for which this Corporation is organized:

1. To encourage young generation to be active and participate in sports.
2. To teach young children how to interact with each other in a camaraderie environment.
3. To make young children aware of their environment, how to be eco-friendly through the practice of sports.
4. To teach young children the danger and rudeness of the football game thus they will not get hurt in the future. .
5. To teach these young children through competition, how to behave when you win or when you lose.
6. To make a better man out of these young children.

**ARTICLE III
MEMBERSHIP**

The corporation shall have one class of members with voting rights designated as administrative members. Thirty (60%) percent of the administrative members shall constitute a quorum at all meetings of administrative members.

The administrative members of the corporation shall consist of the members from time to time of the Board of Directors of **PSN FLAG FOOTBALL, Inc.**

a Florida not-for Profit Corporation. The Board of Directors shall have a full discretionary power to admit additional administrative members from time to time.

No member of any classification shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the corporation, or right interested or privileges which shall be transferable or inheritable or which shall continue if his membership ceases for any reason. Membership of any member of any classification shall cease upon his resignation. The Board of Directors shall have full discretionary power to expel any member of any classification for any reason whatever, provided, that before membership shall cease against his consent, a member shall be given an opportunity to be heard by the Board of Directors or a committee designated by the Board of Directors, unless he/she is absent from the state of Florida.

opportunity to be heard by the Board of Directors or a committee designated by the Board of Directors, unless he/she is absent from the state of Florida.

ARTICLE IV **DIRECTORS**

Section 1. The business of the corporation shall be managed and its corporate powers exercised by the Board of Directors. The Board of Directors shall have full management and control of the policies, activities, funds and all affairs of any and every nature of the corporation.

Section 2. The corporation shall have initially Four (4) directors, chosen as hereinafter provided. The Directors may occupy officer's position such as, the President, the Vice President, Secretary and Treasurer, and the directors of the welfare of the departments of the Corporation, and the directors of such other departments thereof as the board may from time to time establish, shall be included as ex officio members of the said board, with the right of voice, but without voting privilege.

Section 3. The directors shall hold office for a term of two (2) years. Directors so elected shall hold office during the term for which chosen and until the election and qualifications of their successors; provided, however, that the office of any director who shall be absent from three (3) consecutive regular meetings of the board may be declared vacant by a majority vote of the other directors present at any regular or special meeting of the board. Members serving on the board of directors shall be eligible for re-election.

Section 4. At all meetings of the board of directors, each director shall have one (1) vote. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of board of directors.

Section 5. Vacancies in the board of directors occurring between annual meetings shall be filled for the unexplained portion of the term by a majority vote of the remaining directors.

Section 6. The Board of Directors shall designate and establish Officers' salaries and any other mean of payment and benefits for the Officers of the Organization. Moreover, the salary has to be set according to the industry and the function and responsibilities of the Officers. Furthermore, any expenditure presented for payment by an Officer, has to be authorized by the Board before any payment could be made. In addition, any usage of company's credit card by an Officer has to be approved and authorized before any purchase could be made with it.

Ned W. James, Jr.	Director	9171 NW 148 Street, Hialeah FL 33018
Khalid A. Abdelqader	Director	6340 NW 173 rd Terrace, Hialeah FL 33015
Joaquin R. Reid	Director	16807 NW 14 th Ave, Miami FL 33169

Omar Cruz

Director 3390 Kapot Terrace, Miaramar FL 33025

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular meeting of the directors of the corporation shall be held at 10:00 Am the first Saturday of January, March, September and November of each year, at the headquarters of the corporation in the City Miami Lakes, Florida provided, however, that the board of directors may fix a different hour and via telephone conference call and designate a different place within the State of Florida for holding such meetings. The January meeting of each year shall be denominated the "annual meeting of the corporation" for the purpose of selecting members, electing officers and transacting any other business legally coming before it.

Section 2. Special meetings of the directors shall be held when directed by the president or, in his absence, by the vice president, or the board of directors, or when requested in writing by four (4) members thereof.

Section 3. A notice of each regular meeting, signed by the secretary, shall be mailed to each administrative member and each ex officio director of record, not less than ten (10) days prior thereto; provided, however, that in lieu of such manner of notice the secretary may notify each such member of the time, place and purpose of such meeting by causing to appear in the official newsletter of the corporation, in the issue immediately preceding the date of such meeting, an announcement thereof. Similar notice of each meeting shall be mailed to each administrative member and each ex officio director of record, not less than five (5) days prior thereto, provided however, when some exigency of the moment requires, a special meeting may be held, if the secretary shall have given notice, in person or by telephone, to each such person, at least forty-eight (48) hours prior thereto.

Section 4. Each administrative member of the corporation shall be entitled to one (1) vote on any question before a meeting. There shall be no voting proxy. An ex officio member if the board shall have the right of voice, but without voting privilege, at any meeting thereof.

Section 5. Two (2) members shall constitute a quorum for the transaction of business at any meeting of the corporation, but any member if directors, even if less than a quorum, may adjourn the meeting from time to time and place to place.

ARTICLE VI

OFFICERS AND EMPLOYEES

Section 1. This corporation shall have a president, a vice president, a secretary and a

treasurer. They shall be chosen by the board of directors, each for a term of two (2) years, at the annual meeting of the corporation, and shall assume their duties at that time to serve until their successors are chosen and qualify. The president and vice president shall be chosen from the membership of the board but the secretary and treasurer may be chosen from the nonmembers therein.

Section 2. The board, at the annual meeting of the corporation, shall appoint, for a term of one year, (1) directors of the various departments within the corporation. The board may appoint such officers, directors, and employees, as it shall deem necessary that shall have such authority prescribe. All such officers and department heads shall assume their duties at the time of election to serve until their successors are chosen and qualify. Incumbents shall be subject to re-election or re-appointment, as the case may be.

Section 3. The secretary and treasurer, chosen as in Section 1 of this article provided, and the ministry directors and department heads, appointed as in Section 2 hereof provided, shall be ex officio members of the board of directors. Further:

- A. He/She shall preside at all meetings of the board of directors;
- B. He/She shall present at each annual meeting of the corporation a report of the condition of the business of the corporation;
- C. He/She shall cause to be called regular and special meetings of the director's in accordance with these by-laws.
- D. He/She shall, unless otherwise ordered by the board of directors, appoint and remove, employ and discharge all employees of this corporation, subject to approval of the board of directors; provided however, that all compensation for such appointees shall be fixed only by the board.
- E. He/She shall sign and draft all contracts and agreements in the name of the corporation;
- F. He/She shall see that the books, reports, statements and certificates required by the statutes are properly kept, made and filed according to law.
- G. He/She shall sign all notes, checks, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the treasurer, unless otherwise ordered by the board of directors;
- H. He/She shall appoint members to serve on committees, in such number and manner as the by-laws may provide, and shall be a member ex officio of each such committee except the nominating committee; and
He/She shall perform such other duties as may be prescribed by the board of directors.

Section 5. During the absence or inability of the president to render and perform his duties or exercise his powers, as set forth in these by-laws, or in the acts under which this corporation is organized, the same shall be performed and exercised by the vice president; and when so doing, the vice president shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon such president. In case of a vacancy in the office of president, for any cause, the vice president shall succeed to that

office for unexpired term and shall perform such other duties such as may be prescribed by the board of directors.

Section 6. The secretary shall have custody of, and maintain, all of the corporate records except the financial records; he/she shall record the minutes of all meetings of the board of directors, unless the board otherwise directs; he/she shall send out all notices of meetings required by these by-laws, and shall be custodian of the corporate seal of the corporation and shall affix the same when required; he/she shall keep the membership books in the manner prescribed by law so as to show the names and addresses of all members of the corporation and the respective classes of membership; he/she shall present to the board of directors at their stated meetings all communications addressed to them officially by the president or any officer or member of the corporation; and he/she shall attend to all correspondence and perform all the duties incident to the office of secretary.

Section 7. The Board of Director must adopt a written policy, which regard to officers compensation and the kind of benefit package if any to be received by officers and employees. At any given time an officer or an employee cannot receive more than \$50,000.00 in total compensation, unless is has been approved by unanimous decision by the full Board of Director. Moreover, there should be a written policy regarding conflict of interest and deals between the Corporation and any Board Member.

Section 8. The treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render account thereof at the annual meeting of the corporation and whenever else required by the board of directors or the president. He/she shall sign, make and endorse, in the name of the corporation checks, drafts, warrants, and orders for the payment of money, and pay out the dispose of same and receipt thereof, under the direction of the president or the board of directors, and shall perform other duties as may be prescribed by the board of directors or president. Further he/she shall deposit all funds of the corporation in the name of the corporation in such bank or banks, trust company or trust companies, or safe deposit vaults as the board of directors may designate; he/she shall exhibit at all reasonable times his/her books and accounts to any director of the corporation upon application at the office of the corporation during business hours; he/she shall, if required by the board of directors, give the corporation such security for the faithful discharge of his/her duties as the board may specify.

Section 9. The Board Director must adopt and establish a conflict of Interest policy, a code of Ethic policy, and Compensation to Officers Policy.

Section 10. The board of directors may employ and fix the compensation to be paid headquarters personnel, including, but not limited to, the secretary, the treasurer, department heads, and to prescribe the duties of such personnel.

ARTICLE VII

SEAL

Section 1. The corporate seal shall have the names of the corporation and the word "SEAL" inscribed thereon, and may be facsimile, engraved, printed, or an impression seal.

ARTICLE VIII

FISCAL YEAR

Section 1. The fiscal year shall begin on the first day of January and end on the last day of December of the following year.

ARTICLE IX

AUDIT

Section 1. There shall be an annual audit of the records of the treasurer. Before and end of the fiscal year the president shall appoint a committee or, if so directed by the board of directors, a certified public accountant to conduct such audit. Committee appointments shall be made in the manner prescribed by the denominated Annual Audit committee, or the duly appointed certified public accountant, as the case may be, shall be required to submit a report of audit to the president for presentation to the board of directors.

Appointment of the Annual Audit committee or the certified public accountant, as the case may be, shall be subject to approval by the board of directors.

ARTICLE X

COMMITTEES

Section 1. There shall be the following standing committees: (1) Executive, (2) Budget and Finance, (3) Public Relations, (4) Building, and (5) By-Laws.

Section 2. The president shall determine the name to serve on the last Four (4) of the committees denominated in Section 1 of this Article and shall make appointments thereto from members of the board of directors of the corporation and the resident shall designate the chairman of each such committee; The board of directors shall prescribe the duties of each of the last four (4) of the standing committees listed in Section 1 of this Article.

Section 3. The Executive Committee shall consist of the President and Vice President, together with two (2) other directors who shall be appointed by the board to serve. The president of the corporation, by virtue of his office, shall serve as chairman of the Committee and shall call meetings thereof, whenever needed; in his absence, these duties shall devolve upon the vice president this committee shall by virtue select

members of the other selected committees.

Section 4. The term for which any standing committee or special committee is chosen to serve shall end with the annual meeting, unless sooner terminated by the action of the board of directors.

ARTICLE XI **PARLIAMENTARY AUTHORITY**

Section 1. Robert's Rules of order (revised) shall govern the proceedings of the corporation in all cases to which they are applicable and in which they are not in conflict with these by-laws.

ARTICLE XII **DISTRIBUTION OF ASSETS**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and, should ever this organization be dissolved, all of its assets remaining after payment of all cost and expenses of dissolution shall be distributed to a not for profit corporation, if qualified for such exemption under Section 501 (c) (3) of the Internal Revenue Code, otherwise to some other organization which is so qualified and which is engaged in the same or related purpose in the State of Florida. If there is no organization, which shall be qualified for the exemption stated, at the time of distribution of assets upon dissolution, then such remaining assets shall be distributed to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE XIII

No member, officer, or director of the corporation shall be personally responsible for any debt or obligation, of any nature, of the corporation. Nor shall any property of the members, officers, or directors shall be subject to the payment of debt or obligation of the corporation.

ARTICLE XIV
AMENDMENTS

Section 1. These by-laws shall be amended, or repealed wholly or in part, by a majority of the members of the board of directors, entitled to vote thereon, present at any regular or special meeting thereof, if notice of the proposed action was included in the notice of the meeting or is waived in writing by all the members entitled to vote thereon.

IN WITNESS WHEREOF, The undersigned, subscribing _____ for the purpose of amending this corporation, not for profit under the laws of the State of Florida, have hereunto set our hands and seals this 4th day of June, A.D., 2018.

Ned W James Jr. P

Khalid A Abdelqader VP

Joaquin R Reid T

Omar Cruz S

STATE OF FLORIDA)

) ss

COUNTY OF)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared, above subscribers to me known to be the persons described as subscribers in and who executed the foregoing articles of incorporation, and they acknowledge before me that they executed and subscribed to these articles of incorporation; presented a Florida driver's license as identification.

WITNESS my hand and official seal in the County and State named above this 4th day of June, A.D., 2018.

Notary Public



Christian Medina
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG142670
Expires 10/9/2021

The date of each amendment(s) adoption: 8/1/18, 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

8/22/18

Signature

[Handwritten Signature]

(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)

Khalid Abdelgader

(Typed or printed name of person signing)

Vice President

(Title of person signing)