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2019 AUG 20 AM 11:11

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
MIAMI-DADE SCHOLASTIC HOCKEY ASSOCIATION, INC.
A NOT-FOR-PROFIT CORPORATION

2019 AUG 20 AM 11:11

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Amended and Restated Articles of Incorporation pursuant to Florida Statute § 617.1007, Florida Not For Profit Corporation Act, as amended, for the purpose of creating a not-for-profit corporation under the laws of the State of Florida.

FIRST: The name of this corporation is hereby:

Miami-Dade Scholastic Hockey Association, Inc.

SECOND: This corporation shall have perpetual existence. Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed by the board of directors exclusively to public charities which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time) herein after referred to as the "Code").

THIRD: This corporation is organized in any manner for such charitable, educational or scientific purpose as will qualify this corporation as an exempt organization under Section 501(c)(3) of Code or under any corresponding provision of any subsequent federal laws, including, without limitation, for the purpose of organizing, administering, developing, teaching, and fostering national or international amateur sports competition; specifically the amateur sport of ice hockey.

FOURTH: This corporation shall have all the corporate powers provided under Section 617.0302, Florida Statutes, subject to the following limitations on corporate powers:

Section 4.1: No part of any net earnings of this corporation shall inure to the benefit of any member, director, officer of this corporation, or any private individual (except that reasonable compensation and expenses incurred may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation's assets on the dissolution of this corporation; and

Section 4.2: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

Section 4.3: This corporation shall not possess or exercise any power of authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in 501(c)(3) of the Code and this corporation shall not engage in any activity which would cause loss of such qualification; and

Section 4.4: This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

FIFTH: The mailing address of this corporation shall be located at 232 Andalusia Ave., Suite 201, Coral Gables, FL 33134 with the privileges of having its offices and branch offices at other places within or without the State of Florida. The registered agent of this corporation is Andrew S. Yagoda, P.A., 232 Andalusia Ave., Suite 201, Coral Gables, FL 33134.

SIXTH: The affairs and business of the corporation shall be conducted by a board of directors consisting of the number of directors determined by the by-laws of the corporation, but this number shall not be less than three (3) directors and not more than five (5), and shall minimally include the Head Coach and team Manager. The Directors will be: Andrew Yagoda, whose address is 232 Andalusia Ave., Suite 201, Coral Gables, FL 33134; Brett Powell whose address is 232 Andalusia Ave., Suite 201, Coral Gables, FL 33134; and Gary Katz whose address is 232 Andalusia Ave., Suite 201, Coral Gables, FL 33134. Actions taken by the board of directors shall be accomplished by the affirmative vote of a majority of the directors. Directors shall be elected as provided for in the by-laws of the corporation. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided for in the by-laws.

SEVENTH: The affairs of the corporation shall be administered by officers duly elected by the board of directors at its first meeting following their designation and thereafter at the annual meeting. Officers shall serve at the pleasure of the board of directors.

EIGHTH: The board of directors shall have and retain the powers to amend or repeal these articles and the corporation's by-laws, and any amendments thereto.

NINTH: This corporation shall indemnify directors, officers, employees or agents of the corporation to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of this corporation on this 11th day of August, 2019.

DIRECTORS:


Andrew Yagoda


Brett Powell


Gary Katz