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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PAN-AMERICAN LACROSSE ASSOCIATION, INC.**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE  
PAN-AMERICAN LACROSSE ASSOCIATION, INC.

2018 DEC -3 A 11: 37

The undersigned acting as an authorized representative on behalf of the Board of Directors executes these Amended and Restated Articles of Incorporation on behalf of the PAN-AMERICAN LACROSSE ASSOCIATION, INC., in accordance with the Florida Not For Profit Corporation Act, Chapter 617, *Fla. Stat.* These Amended and Restated Articles of Incorporation were approved by a majority vote of the Board of Directors who authorized the undersigned to sign these Amended and Restated Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation shall be:

PAN-AMERICAN LACROSSE ASSOCIATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The mailing address and the address of the principal office of the Corporation is 1000 Legion Place, Suite 1200, Orlando, Florida 32801.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law)(the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. No substantial 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 (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at that address is GREG LEE.

#### ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be four (8).

B. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

Name:

Address:

CALBERT HUTCHINSON	1000 Legion Place Suite 2300 Orlando, Florida 32801
TIA SCHINDLER	1000 Legion Place Suite 2300 Orlando, Florida 32801
ANN CARPENETTI	1000 Legion Place Suite 2300 Orlando, Florida 32801
ANSLEY JEMISON	1000 Legion Place Suite 2300 Orlando, Florida 32801
KATHERINE LOH	1000 Legion Place Suite 2300 Orlando, Florida 32801
MARIANO FLORES LEYES	1000 Legion Place Suite 2300 Orlando, Florida 32801
DIEGO VALDIVIA	1000 Legion Place Suite 2300 Orlando, Florida 32801
MIGUEL LOZADA	1000 Legion Place Suite 2300 Orlando, Florida 32801

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

#### ARTICLE VII - Members

The Corporation may have members as determined in accordance with its Bylaws and charitable purposes. The members of this Corporation shall have no right, title, or interest whatsoever in the Corporation's income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member upon the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

#### ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended by a majority of the then-serving Board of Directors.

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

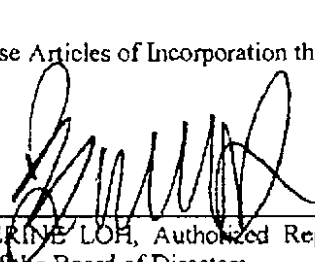
#### ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

**(SIGNATURES ON FOLLOWING PAGE)**

WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of November, 2018.

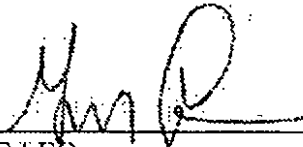
A handwritten signature in black ink, appearing to read 'Katherine Loh', written over a horizontal line.

KATHERINE LOH, Authorized Representative on  
behalf of the Board of Directors

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of the PAN-AMERICAN LACROSSE ASSOCIATION, INC.

Dated this 16<sup>th</sup> day of November, 2018.

  
\_\_\_\_\_  
GREG LEE