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N ZONE SPORTS PALM BEACH INC.

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June 18, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

N ZONE SPORTS PALM BEACH INC.
12701 SOUTH GARDENS DRIVE
#106
PALM BEACH GARDENS, FL 33418US

SUBJECT: N ZONE SPORTS PALM BEACH INC.
REF: N19000002672

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must state that there are no members or members entitled to vote.

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Irene Albritton
Regulatory Specialist II

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Letter Number: 319A00012162

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TALLAHASSEE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
N ZONE SPORTS PALM BEACH INC.
(a Florida Not For Profit Corporation)**

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There are no Members of N ZONE SPORTS PALM BEACH INC., a Florida not for profit corporation (the "**Corporation**"), which means that there are no Members entitled to vote on any amendments to the Articles of Incorporation. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors on June 18, 2019 by a majority vote of the Directors, and the number of votes cast for the Amended and Restated Articles of Incorporation were sufficient for approval. The date of adoption of the Amended and Restated Articles of Incorporation by the Directors shall be as of June 18, 2019 (the "**Effective Date**"). The Directors of the Corporation, hereby adopt the following Amended and Restated Articles of Incorporation ("**Articles of Incorporation**") in accordance with Florida Statutes Section 617.1002:

Article I. Name

The name of the corporation shall be N ZONE SPORTS PALM BEACH INC.

Article II. Purposes

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized, so far as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "**Code**"), and only for charitable, religious, and educational purposes that are in accordance with all applicable laws. This Corporation is organized to serve the public interest and in no event shall this Corporation be operated for the benefit of private interests. The Corporation shall not be organized or operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit. The Corporation will provide youth sports programs to children ages 3-14 that will allow such children to learn core values through an athletic curriculum consisting of sports leagues, camps, and programs. The Corporation's programs will allow children to strengthen sports fundamentals and develop their skills while building character and confidence that will help them in future athletic and non-athletic endeavors.

To support the Corporation's purposes, the Corporation may accept, hold, invest, reinvest, use, expend, disburse, and administer any gifts and grants, without limitations as to origin, amount or value, and to use, expend, disburse, or donate the income or principal thereof for charitable purposes consistent with the Corporation's purposes. The Corporation may establish investment policies and guidelines in its bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do all things necessary, suitable, or proper for the accomplishment or furtherance of, or to do such other act or thing incidental to, growing out of, or connected with, the purposes or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized

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under Chapter 617, Florida Statutes; provided, however, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida or prohibited under Code Section 501(c)(3) or Code Section 170.

Article III. Members

There shall be no Members of the Corporation.

Article IV. Term of Existence

The Corporation shall have perpetual existence.

Article V. Management

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than the minimum required by law. The manner in which the directors are elected or appointed shall be specified in the Corporation's Bylaws.

Article VI. Directors

The names and addresses of the initial directors serving on the first Board of Directors are:

Jennifer Lamazares 12701 South Gardens Drive #106 Palm Beach Gardens, Florida 33418	Director
Terry Neal 12701 South Gardens Drive #106 Palm Beach Gardens, Florida 33418	Director
Sue Neal 12701 South Gardens Drive #106 Palm Beach Gardens, Florida 33418	Director

These Directors shall serve until the first election under the Bylaws of the Corporation.

Article VII. Names of Officers

The names of the officers who are to serve until the first election under the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
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Jennifer Lamazares
Terry Neal
Sue Neal

President
Vice President / Secretary
Vice President / Treasurer

Article VIII. Bylaws

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded in accordance with the Bylaws of the Corporation.

Article IX. Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. If the Corporation is at any time deemed not to be a private foundation within the meaning of the Code Section 509(a), no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). Otherwise, if the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall not conduct any activities consisting of the carrying on of propaganda or otherwise attempt to influence legislation, except as permitted in Code Section 4945. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Sections 170, 2055, or 2522.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

Article XI. Corporation's Principal Office and Mailing Address

The principal office address and mailing address of this Corporation shall be 12701 South Gardens Drive #106, Palm Beach Gardens, Florida 33418.

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Article XII. Initial Registered Agent and Street Address

The name and street address of the initial Registered Agent is Jennifer Lamazares, 12701 South Gardens Drive #106, Palm Beach Gardens, Florida 33418.

Article XIII. Incorporator

The name and address of the incorporator is Jennifer Lamazares, 12701 South Gardens Drive #106, Palm Beach Gardens, Florida 33418.

Article XIV. Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or to an organization exempt under Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the foregoing purposes.

Article XV. Indemnification

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Directors have executed and delivered this Amended and Restated Articles of Incorporation as of the Effective Date.


Jennifer Lamazares, Director and President


Terry Neal, Director

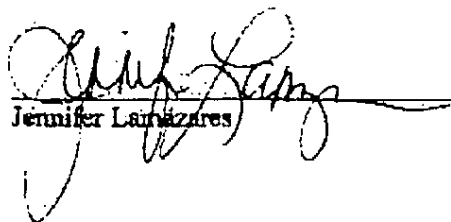

Sue Neal, Director

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of N ZONE SPORTS PALM BEACH INC., a Florida not for profit corporation, I am familiar with and hereby accept and agree to act in this capacity.

Dated: June 17, 2019.


Jennifer Lamazares