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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HARRINGTON HOOPS ACADEMY, INC.

DOCUMENT NUMBER: N19000005987

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

Please return all correspondence concerning this matter to the following:

David B. Pleat

(Name of Contact Person)

Pleat & Perry, P.A.

(Firm/ Company)

4477 Legendary Drive, Suite 202

(Address)

Destin, FL 32541

(City/ State and Zip Code)

theresa@pleatperry.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David B. Pleat

850

650-0599

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:

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|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
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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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

HARRINGTON HOOPS ACADEMY, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

NI9000005987

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added;

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Amending Article III as follows - Purpose. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Add Article VIII - Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The date of each amendment(s) adoption: _____, 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 10/17/23

Signature Allee Coble

(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)

Allee Coble

(Typed or printed name of person signing)

President

(Title of person signing)

10/17/23

AMENDED BYLAWS
OF HARRINGTON HOOPS ACADEMY, INC.
D/B/A NORTHWEST FLORIDA DREAM

ARTICLE I
ORGANIZATION

1.1 Name. The name of this Corporation is Harrington Hoops Academy, Inc. Dream, Inc.

1.2 Offices.

(a) The principal office of Harrington Hoops Academy, Inc. (the "Corporation") shall be located at such place as the Board of Directors of the Corporation (the "Board") shall designate from time to time.

(b) The office of the Corporation shall have and maintain in the State of Florida a registered office and a registered agent as required by the law of the State of Florida. The office of the Corporation within the State of Florida shall be in the County of Walton, but the registered agent and the location of the registered office may be changed from time to time by the Board.

(c) The Corporation may also have an office or offices and keep the books and records of the Corporation, except as may otherwise be required by law, in such other place or places, either within or without the State of Florida, as the Board may from time to time determine or the business of the Corporation may require.

1.3 Establishment. This Corporation is governed by these Bylaws, by applicable law, and by the policies and directives of the Board.

1.4 Purpose. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify, as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II
MEMBERSHIP

2.1 Members. Membership in the Corporation shall be open to anyone interested in promoting the purposes for which the Corporation was formed. New members may be admitted to the Corporation subject to the following limitations:

(A) A proposed member shall apply to the Board of Directors for membership.

(B) Upon approval by the Board of Directors and upon the payment of an annual membership fee, the amount of which shall be determined from time to time by the Board of Directors, any applicant may become a member.

It should be noted that the initial members of the Corporation are listed on **Exhibit "A"** attached to these Bylaws.

2.2 Membership Meetings. Upon petition by 5 percent of the members, the Board of Directors shall call a membership meeting with at least 14 days written notice to the members stating time and place to consider subjects specified in the petition. The quorum for a membership meeting shall be 5 percent of the Corporation members.

2.3 No Stock. The Corporation shall have no capital stock or have authority to issue capital stock.

ARTICLE III **BOARD OF DIRECTORS**

3.1 Powers. The business of the Corporation shall be managed under the direction of the Board. The Board may exercise all such authority and powers of the Corporation.

3.2 Number and Election. The authorized number of directors may be determined from time to time by vote of a majority of the then authorized number of directors, provided however, that such number shall not be less than three (3) nor more than seven (7). No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation of this Corporation, or at the initial meeting of incorporation, who shall serve until the times indicated in the Articles of Incorporation. Thereafter, directors of this Corporation shall be elected by the Board of Directors at each annual meeting. The Board shall stagger terms with three members serving an initial one year term and the remainder two year terms. After serving an initial one year term, those seats shall become two year terms.

3.3 Election. At each meeting of directors for the election of directors at which a quorum is present, the persons receiving a plurality of the votes cast shall be elected directors.

3.4 Place of Meetings. Meetings of the Board shall be held in the State of Florida or at such other place, within or without such state, as the Board may from time to time determine or as shall be specified or fixed in the notice or waiver of notice of any such meeting.

3.5 Regular Meetings. Regular meetings of the Board shall be held in accordance with a yearly meeting schedule as determined by the Board; or such meetings may be held on such other days and at such other times as the Board may from time to time determine. Notice of

regular meetings of the Board need not be given except as otherwise required by these Bylaws.

3.6 Special Meetings. Special meetings of the Board may be called by the President and shall be called by the Secretary at the request of any three of the other directors.

3.7 Notice of Meetings. Notice of each special meeting of the Board (and of each regular meeting for which notice thereof shall be required), stating the time, place and purpose thereof, shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, or shall be sent to him or her by facsimile transmission, electronic mail, cable or telegram so addressed, or shall be given personally or by telephone, on twenty-four hours notice, or such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

3.8 Quorum and Manner of Act. The presence of at least a majority of the authorized number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board or a committee thereof. If a quorum shall not be present at any meeting of the Board or a committee thereof, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Except where a different vote is required by law, the act of a majority of the directors present at any meeting at which a quorum shall be present shall be the act of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of all of the directors consent in writing to the action. The written consents thereto by the directors shall be filed with the minutes of the proceedings of the Board. Any one or more directors may participate in any meeting of the Board by telephone conference or similar communications equipment or by any other electronic means. Participation by such means shall constitute presence in person at a meeting of the Board.

3.9 Resignation. Any directors may resign at any time by giving written notice to the Corporation; provided, however, that written notice to the Board, the President or the Secretary shall be deemed to constitute notice to the Corporation. Such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

3.10 Vacancies, Additional Directors and Removal From Office. If any vacancy occurs on the Board caused by the death, resignation, retirement, disqualification or removal from office of any director, or otherwise, or if any new directorship is created by an increase in the authorized number of directors, a majority of the directors then in office, though less than a quorum, or a sole remaining director, may choose a successor to fill such vacancy or the newly created directorship, and a director so chosen shall hold office until the term of the director whose vacancy is filled expires and until his or her successor shall be duly elected and shall qualify, or until his or her earlier death, resignation, retirement, disqualification or removal, or until the next annual meeting, whichever shall first occur. Any director may be removed, with or without cause, by a majority of the directors at an election of directors at any special meeting of directors duly called and held for such purpose.

3.11 Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof as provided in Article IV of these Bylaws, may be taken without a meeting, if a written consent thereto is signed, in hard copy or electronically, by majority of all of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

3.12 Ex Officio and Honorary Directors. The Board of Directors may, from time to time, elect one or more ex officio or honorary directors of this Corporation who shall be advisory members of the Board of Directors of this Corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors shall be nonvoting directors of this Corporation.

3.13 Compensation of Directors. The Directors of the Corporation will not receive any compensation, salary, or payment for any services rendered on behalf of the corporation unless for the purpose of reimbursing a director for expenses incurred by that director on behalf of the corporation, and the reimbursement is approved by a majority vote of the directors. Expenses to be incurred by a Director in excess of \$150.00 must be pre-approved by the Board.

3.14 Committees. The Board of Directors may appoint committees that will serve at the discretion of the Board and for purposes designated by the Board. Actions of committees are advisory only.

3.15 Initial Board. The initial Board of Directors are listed on **Exhibit "A"** attached to these Bylaws.

ARTICLE IV

OFFICERS

4.1 Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board in its discretion may appoint such other agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board. The Officers shall be elected from among the directors.

4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at its first regular meeting. Each officer shall hold office until his or her successor shall have been elected or appointed and shall have qualified or until his or her death or the effective date of his or her resignation or removal, or until he or she shall cease to be a director in the case of the President.

4.3 Removal and Resignation. Any officer or agent elected or appointed by the Board may be removed without cause by the affirmative vote of a majority of the Board whenever, in its judgment, the best interests of the Corporation shall be served thereby. Any officer may resign at any time by giving written notice to the Corporation. Any such resignation

shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, may be filled by the Board for the unexpired portion of the term.

4.5 Chairman. The Chairman shall preside at all meetings of the Board. The Chairman shall be the chief executive officer of the Corporation and shall perform such duties and exercise such powers as usually appertain to such title and such other duties as may be prescribed by the directors, the Board or the Executive Committee (if any) from time to time. The Chairman shall sign with the Secretary or another officer of the Corporation thereunto authorized by the Board, any deeds, bonds, mortgages, or contracts, or any checks, notes or drafts in amounts in excess of \$2,500.00, or any other instruments, the issue or execution of which shall have been authorized by resolution of the Board, except in cases where the signing and execution thereof has been expressly delegated by these Bylaws or by the Board to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed. The Chairman shall vote, or give a proxy to any other officer of the Corporation to vote, all shares of stock of any other corporation standing in the name of the Corporation. In general, the Chairman shall perform all other duties normally incident to or as usually appertain to the office of Chairman and such other duties as may be prescribed by the Board or the Executive Committee (if any) from time to time.

4.6 Vice Chairman. In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties and exercise the powers of the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to them by the Chairman, the Board or the Executive Committee (if any).

4.7 Secretary. The Secretary shall (a) record the proceedings of the meetings of the Board in the permanent minute book of the Corporation kept for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law, (c) be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation or a facsimile thereof is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, (d) sign with the President any deeds, bonds, mortgages, contracts, or any checks, notes or drafts in amounts in excess of \$3,000.00 or any other instruments, the issue or execution of which shall have been authorized by resolution of the Board, except in cases where the signing and execution of which shall have been authorized by resolution of the Board to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed and (e) in general, perform all duties normally incident to the office of Secretary and such other duties as from time to time may be assigned by the President, the Board of Directors or the Executive Committee (if any).

4.8 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts of monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by or in the manner designated by the Board; (b) prepare, or cause to be prepared, for submission at each regular meeting of the Board and at such other times as may be required by the Board, the President or the Executive Committee (if any), a statement of financial condition of the Corporation in such detail as may be required; (c) sign with the President any deeds, bonds, mortgages, contracts, or any checks, notes or drafts in amounts in excess of \$3,000.00 or other instruments, the issue or execution of which shall have been authorized by resolution of the Board, except in cases where the signing and execution of which shall have been authorized by resolution of the Board to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed, and (d) in general, perform all duties normally incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, the Board of Directors or the Executive Committee (if any). An annual budget for the Corporation shall be prepared by January 15th of each calendar year.

4.9 Checks, notes or drafts not more than \$3,000.00. The President, the Secretary or the Treasurer may sign any checks, notes or drafts in amounts up to \$3,000.00 without the countersignature of any additional officer of the Corporation.

4.10 Compensation of Officers. The Officers of the corporation will not receive any compensation, salary, or payment for any services rendered on behalf of the corporation unless for the purpose of reimbursing an Officer for expenses endured by that Officer on behalf of the corporation.

4.11 President. The Board may appoint/hire a President to manage the day-to-day operations of the Company. The President shall report to the Board.

ARTICLE V

FINANCES

5.1 Receiving & Expending Funds. The Corporation may receive funds and contributions from members and from the general public. The Corporation may assess or collect dues from its members. Expenditures shall be consistent with all rules, policies and directives of the Board and its designees.

5.2 Fundraising and Fees for Outings and Activities. Consistent with rules, policies and directives of the Board of Directors or its designees, the Corporation may conduct fundraising and other activities, including outings, that require members and others to pay a fee to participate.

Such fees may include both direct and indirect costs and provide for operating reserves. Announcements of fundraising events shall indicate the intended use of the proceeds.

5.3 Authority Over Deposited Funds. The Board of Directors shall have authority over all funds deposited in accounts in the name of the Corporation and its entities. Every bank, savings, or investment account must have on the signature list for that account at least two signatures, including the signature of a Corporation Board of Directors officer, generally the Treasurer or Chair.

5.4 Requirement to Deposit. Unless otherwise specified by the Board of Directors or the Board or its designees, all monies received by Corporation entities shall be deposited promptly in an account bearing the name of the Corporation.

5.5 Prohibitions. The Corporation and its entities may not borrow money, own real estate, or contribute to political campaigns, candidates or their parties.

5.6 Fiscal Year. The fiscal year of the Corporation shall end on December 31.

5.7 Books and Reports. The Corporation Treasurer shall keep proper books of account, and shall report balances, revenues, and expenses of the Corporation to the Board of Directors at least annually. The Corporation Treasurer shall file with timely information and funds required to file, all reports and returns required to satisfy the requirements of state and federal laws.

5.8 Review. As soon as practicable after the close of the fiscal year, the Board of Directors shall cause a review to be made of the books. The results of the review shall be submitted to the Board of Directors for their approval.

ARTICLE VI **AMENDMENT**

6.1 Amendment. These Bylaws are fundamental and shall not be added to, amended or repealed except by a two-thirds vote of the Corporation Board of Directors.

ARTICLE VII **AUTHORITY TO BORROW AND DEPOSITS**

7.1 Loans, Authority to Borrow and Encumber Assets. No officer, agent or employee of this Corporation shall have any power or authority to borrow on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

7.2 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or in the manner designated by the Board. The Board or its designees may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as may be deemed expedient. All such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.

ARTICLE VIII

LIMITATION OF DIRECTORS' LIABILITY

8.1 Limitation of Liability of Directors to the Corporation. No director of the Corporation shall be liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE IX

INDEMNIFICATION

9.1 Indemnification. The Corporation shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil, criminal, investigative, administrative or otherwise), including an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law.

9.2 Advancement of Expenses. Expenses incurred by an officer or director in defending a civil, criminal, investigative, administrative or other action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Section.

9.3 Non-Exclusivity. The indemnification and advancement of expenses provided for hereby shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.

9.4 Continuity. The indemnification and advancement of expenses provided for hereby shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such a person.

ARTICLE X

SEAL

10. The Corporation's seal shall be circular in form and shall include the name of the Corporation, the state and year of its incorporation, and the word "Seal."

ARTICLE XI

WAIVER OF NOTICE

11. Whenever any notice is required by law, the Certificate of Incorporation or these Bylaws to be given to any director, member of a committee or Member, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members, directors, or members of a committee of directors need be specified in any written waiver of notice.

ARTICLE XII

DISSOLUTION CLAUSE

12. Dissolution Clause. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

ARTICLE XIII

RELATED TRANSACTIONS/CODE OF CONDUCT

13. Related Transactions/Code of Conduct. All Board members of Harrington Hoops Academy, Inc. must discharge their duties in good faith, with care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the corporation. If any board member has a financial interest in any organization, corporation or entity that intends to transact business with Harrington Hoops Academy, Inc., the board member must disclose his or her financial interest in the organization or entity that wishes to transact business with HHA ("Related Transactions"). Any such proposed Related Transactions must be approved by the board of directors through appropriate vote with the board member with the interest in the Related Transactions abstaining from a vote on the transaction. In addition, the transaction must be determined to be fair, reasonable and in the best interest of the corporation.

Date: 10/17/23



Allee Coble, President

EXHIBIT "A"

1. Amy Wise-Coble
2. Allee Coble
3. The Board of Directors shall establish guidelines for membership in the Corporation.