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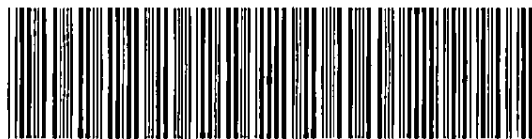
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Name:	Man-O-War Youth, Inc.
Document #:	
Order #:	12408058

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Thank you!

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Man-O-War Youth, Inc.
(Name of Entity)

The enclosed Articles and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ryan O'Quinn
(Contact Person)

Man-O-War Youth, Inc.
(Firm/Company)

200 S. Biscayne Blvd., Suite 2500
(Address)

Miami, Florida 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Arianne R. Plasencia at (305) 423-8500
(Name of Contact Person) (Area Code & Daytime Telephone Number)

arianne.plasencia@dlapiper.com
(Email address to receive annual filing notices)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAN-O-WAR YOUTH, INC.
(DOCUMENT NUMBER N19000009392)**

Man-O-War Youth, Inc. (the "*Company*"), a not-for-profit corporation organized and existing under and pursuant to and in accordance with chapter 617 (Corporations Not For Profit) of the Florida Statutes (the "*Act*"),

DOES HEREBY CERTIFY:

1. That the name of the Company is Man-O-War Youth, Inc., and that Company was originally incorporated pursuant to the Act on September 6, 2019;

2. That the Articles of Incorporation of the Company be amended and restated in their entirety to read as follows:

Article I – NAME

The name of the Florida not for profit corporation is Man-O-War Youth, Inc. (the "*Company*").

Article II – ADDRESS

The initial principal place of business and the mailing address of the Company is:

200 S. Biscayne Blvd.
Suite 2500
Miami, Florida 33131

Article III – PURPOSES AND POWERS

3.1 Purposes. The Company is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "*Code*") that include, but are not limited to, funding, administering, implementing, operating and assisting programs that provide disaster relief and that educate youth through sports and fitness.

3.2 Powers. The Company shall have all powers provided for in the Act.

Article IV – MANNER OF ELECTION

The manner in which directors are elected or appointed is as provided in the Bylaws of the Company.

Article V – INITIAL DIRECTORS

The initial directors of the Company (collectively the “*Board of Directors*”), and their respective addresses, are:

Name: Amelia L. Putnam
Address: 200 S. Biscayne Blvd, Suite 2500
Miami, FL 33131

Name: Ryan O’Quinn
Address: 200 S. Biscayne Blvd, Suite 2500
Miami, FL 33131

Name: Leslie Moore
Address: 200 S. Biscayne Blvd, Suite 2500
Miami, FL 33131

Name: Richard Roberts
Address: 200 S. Biscayne Blvd, Suite 2500
Miami, FL 33131

Article VI – REGISTERED AGENT

The name and Florida street address of the initial registered agent is:

DLA Piper LLP (US)
c/o Ryan O’Quinn
200 S. Biscayne Blvd., Suite 2500
Miami, FL 33131

The written acceptance of the Company’s initial registered agent is attached herein as Exhibit A.

Article VII – EFFECTIVE DATE

The effective date for this Foundation shall be upon filing these Articles of Incorporation.

Article VIII – LIMITATIONS

8.1 Use of Property, Funds, and Income. No part of the property, funds or income of the Company shall be distributed to nor shall any part of the net income, if any, of the Company

inure to the benefit of its members, directors, officers, or any other private individual, except that the Company 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 Article III.

8.2 Political Activity. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) or otherwise, and the Company shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

8.3 Other Activities. Notwithstanding any other provision of these Articles of Incorporation, the Company shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

Article IX – TERM; DISSOLUTION

9.1 Term. The Company shall have perpetual existence.

9.2 Dissolution. In the event of dissolution, all of the remaining assets and property of the Company shall, after payment of indebtedness, and expenses necessary to the dissolution and winding-up the affairs of the Company, be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, as the Company's Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Company is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article X – BYLAWS

The Company's Board of Directors shall make and adopt Bylaws for the Company. The Company's Board of Directors shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

Article XI – DIRECTOR AND OFFICER COMPENSATION

The Company's directors and officers shall not receive compensation, directly or indirectly, for their services as directors and officers. This prohibition shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or

advances made for the Company that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

Article XII – AMENDMENTS

11.1 Notice of Amendments. Notice of the subject matter of any proposed amendments to these Articles of Incorporation shall be included in the notice of the meeting at which any proposed amendments are considered.

11.2 Procedure. These Articles of Incorporation may be amended by the Company's Board of Directors in a duly called meeting as provided in the Company's Bylaws.

11.3 Effective Date. Any amendment to these Articles of Incorporation approved and adopted by the Company's Board of Directors shall be effective upon filing with the Secretary of State as provided by law, unless the Board of Directors selects a different effective date in accordance with the Act.

Article XII – MISCELLANEOUS

The Company may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Company, provided, however, that gifts shall be subject to acceptance by the Company in the manner provided by the Board of Directors.

3. That the Board of Directors duly adopted resolutions adopting the foregoing amendment and restatement, declaring said amendment and restatement to be advisable and in the best interests of this Company, and authorizing the appropriate officers of the Company to execute said amendment and restatement.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Company on this 18 day of November, 2019.

By: _____


Amelia L. Putnam, President