

N220000004578

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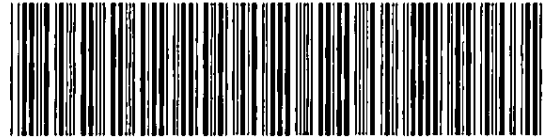
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Athlete Empowerment Initiative, Inc.

DOCUMENT NUMBER: N22000004578

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

Please return all correspondence concerning this matter to the following:

John Ayers, Director and Secretary

Name of Contact Person

The Athlete Empowerment Initiative, Inc.

Firm/ Company

5710 Nevada Ave., NW Washington

Address

DC 20015

City/ State and Zip Code

jcayers2010@gmail.com

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

For further information concerning this matter, please call:

John Ayers

at (202) 494-4063

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:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
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

**RESTATED ARTICLES OF INCORPORATION FOR
THE ATHLETE EMPOWERMENT INITIATIVE, INC.
(N22000004578)**

Pursuant to the provisions of section 617.1007, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following Restated Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation (hereinafter the "Corporation") shall be The Athlete Empowerment Initiative, Inc. Business of the Corporation may also be conducted as AEI.

ARTICLE II - ADDRESSES

The principal place of business address of the Corporation is:

16410 NW 54th Ave
Miami Gardens, FL 33014

The mailing address of the Corporation is:

16410 NW 54th Ave
Miami Gardens, FL 33014

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TALLAHASSEE, FLORIDA

ARTICLE III - PURPOSE

The Corporation is a non-profit Corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding provision of any future Federal tax code. AEI will empower and inspire athletes to develop general fitness and basketball-related skills, pursue success and new perspectives outside of basketball, while strengthening local communities and the global interest in basketball.

Among other activities in support of its charitable and educational purposes, AEI will build and renovate basketball courts and athletic facilities, provide necessary sports equipment, conduct training and education sessions and camps for coaches and athletes and offer scholarships and travel opportunities all designed to facilitate athlete success and education in underserved communities.

ARTICLE IV – NON-PROFIT NATURE

4.01 Non-profit nature

AEI is organized exclusively for charitable and educational 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, or corresponding provision of any future Federal tax code. No part of the net earnings of AEI shall inure to the benefit of, or be distributable to its

members, directors, trustees, 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 the purpose clause hereof.

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding provision of any future Federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding provision of any future Federal tax code.

AEI is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this Corporation shall be personally liable for the debts or obligations of AEI of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

4.03 Dissolution

Upon termination or dissolution of AEI, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the Corporation.

The organization to receive the assets of AEI hereunder shall be selected by the discretion of a majority of the Board of Directors of AEI and if directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against AEI by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the

distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III.

4.05 Restricted Activities

No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (I) by a Corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future Federal tax code, or (II) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future Federal tax code.

ARTICLE V – BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

The officers and directors of the Corporation are:

Title: PTD

David C. Ayers

16410 NW 54th Ave

Miami Gardens, FL 33014

Title: SD

John C. Ayers

5710 Nevada Ave., NW

Washington, DC 20015

Title: D

Cameron Wells
8340 Commerce Way
Apt. 423
Miami Lakes, FL 33016

Title: D

Uday Barooah
Unit 13, 8 Grandstand Parade
Zetland, NSW 2017

Title: D

Amir Barnett
3535 Chevy Chase Lake Drive
Apt 302
Chevy Chase, MD 20815

Title: D

Ian Emlet
325 Bay Street
Santa Monica, CA 90405

Title: D

Davis Ramos
2165 Van Buren St.
Hollywood, FL 33020

Title: D

Derrick Thomas
3182 Carter St.
Miami, FL 33133

Title: D

Dwayne Washington, Jr.
153 Flagler St
No 148
Miami, FL 33131

ARTICLE VI - MEMBERSHIP

AEI shall have no members. The management of the affairs of the Corporation shall be vested in a board of directors, as defined in the Corporation's Bylaws.

ARTICLE VII - AMENDMENTS

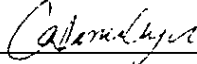
Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE VIII – REGISTERED AGENT

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

David C. Ayers
16410 NW 54th Ave
Miami Gardens, FL 33014

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: 

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

David C. Ayers
16410 NW 54th Ave
Miami Gardens, FL 33014

Incorporator Signature: 

I am the incorporator submitting these Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the Corporation and every year thereafter to remain “active” status.

ARTICLE X - DURATION

The period of duration of the Corporation is perpetual.

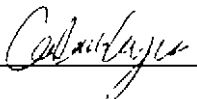
ARTICLE XI - INCONSISTENT PROVISIONS

In the event of any conflict between the provisions of these Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of these Restated Articles of Incorporation shall prevail.

CERTIFICATE OF ADOPTION OF RESTATED ARTICLES OF INCORPORATION

These Restated Articles of Incorporation were adopted on March 26, 2023 by the Board of Directors of the Corporation. There are no members of the Corporation and no members entitled to vote on these Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have executed these Restated Articles of Incorporation on March 26, 2023.

By: 

David C. Ayers
Incorporator and President