

# n22 00013423

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## COR AMND/RESTATE/CORRECT OR O/D RESIGN THE BATTLE'S END COLLECTIVE, INC.

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**SECOND ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE BATTLE'S END COLLECTIVE, INC.**

The following provisions of the Articles of Incorporation of **THE BATTLE'S END COLLECTIVE, INC.**, a Florida not-for-profit corporation (the "Corporation"), filed with the Department of State on December 5, 2022, under document number N22000013423, with an effective date of November 30, 2022, be and they are hereby further amended as shown below:

1. Article III of the Articles are amended to read as follows:

The corporation is organized and operated exclusively for educational, charitable, literary and scientific purposes within the meaning of Section 501(c)(3) of the Code, including, but not limited to, enabling student athletes to use their name, image and likeness for a positive impact on society and for the betterment of their communities by attracting the participation of their communities to support charitable work, educating student athletes regarding personal finances and the use of their NILs for charitable purposes, and distributions to or for the use of organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue. Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Florida Not for Profit Corporation Act.

2. A new Article X shall be added to the Articles to read as follows:

The following restrictions shall apply to this corporation:

**Section 1. No Private Inurement.** No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its 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 Article III hereof. The corporation shall not have capital stock or shareholders.

**Section 2. No Substantial Lobbying and Political Campaigning Restrictions.** To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Code), nor shall this corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate

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for public office. Notwithstanding the foregoing, if permitted by law, the corporation may make the election provided in Section 501(h) of the Code.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

3. A new Article XI shall be added to the Articles to read as follows:

The following limitations of liability shall apply to this corporation:

Section 1. Limitation. The personal liability is hereby eliminated entirely of any officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions carried out not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer or director derived an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 for which the individual is liable (but not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the adoption date of these Amended and Restated Articles of Incorporation.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XI shall be prospective only and shall not adversely affect any limitation on the personal liability of any officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Act to authorize the further elimination or limitation of liability of any member, officer or director, then the liability of such officer or director of the corporation shall be limited to the fullest extent permitted by the amended Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article XI (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

The foregoing amendment was adopted by a Consent Action of the Board of Directors of the Corporation, dated the 4th day of April, 2023.

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**IN WITNESS WHEREOF**, the undersigned, being the Chairman of the Board of this Corporation, has executed these Articles of Amendment on this 4th day of April, 2023.

/s/ James Parrish Owens  
James Parrish Owens, Chairman of the Board

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