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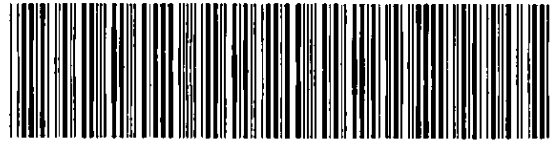
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TALLAHASSEE, FL

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NextGen Athletes, Inc.

DOCUMENT NUMBER: N24000011041

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

Please return all correspondence concerning this matter to the following:

Luis LLerena

(Name of Contact Person)

NextGen Athletes, Inc.

(Firm/ Company)

4925 SW 154th Ave

(Address)

Miami, FL 33185

(City/ State and Zip Code)

lllerena73@gmail.com

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

For further information concerning this matter, please call:

Luis LLerena

786

371-9035

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:

- | | | | |
|---|--|---|--|
| <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
enclosed) | <input type="checkbox"/> \$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

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

**Amended and Restated ARTICLES OF INCORPORATION
OF
NextGen Athletes, Inc.**

ARTICLE I: NAME

The name of the corporation is **NetGen Athletes, Inc.** (hereinafter referred to as the "Corporation").

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

**14790 SW 88 Street, #960114
Miami, FL 33296**

ARTICLE III: DURATION

The Corporation shall exist perpetually unless dissolved according to the law.

ARTICLE IV: PURPOSE

This Corporation is a non-profit corporation organized under the laws of the State of Florida and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The specific purposes of this Corporation are:

- To promote youth development through soccer by providing youth with opportunities to participate in organized soccer programs;
- To foster the development of life skills such as teamwork, leadership, and discipline, while promoting physical activity and healthy lifestyles;
- To assist youth participants in seeking academic scholarships by collaborating with educational institutions and providing guidance, mentorship, and support in the academic scholarship process;
- To provide a supportive environment for both academic and athletic achievement, ensuring that the Corporation's programs promote holistic development.

ARTICLE V: NON-PROFIT NATURE

Section 1: Non-Profit Status

The Corporation shall be operated as a non-profit organization and shall not be conducted for the pecuniary profit or gain of its members, directors, officers, or other private individuals. The property of this Corporation is irrevocably dedicated to the charitable purposes outlined in Article IV.

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Section 2: Prohibition Against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private individuals. However, 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 IV.

Section 3: Political and Legislative Activities

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 or in opposition to any candidate for public office.

Section 4: Limitations on Activities

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VI: MEMBERSHIP

The Corporation may have members as defined in the Bylaws of the Corporation. Membership shall be open to any individuals or entities that support the mission of the Corporation, as further defined in the Bylaws.

ARTICLE VII: BOARD OF DIRECTORS

The management and control of the affairs of the Corporation shall be vested in the Board of Directors. The number, qualifications, and terms of office of directors, as well as the manner of their selection, shall be as provided in the Bylaws of the Corporation.

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
LUIS E LLERENA
4925 SW 154TH AVE
MIAMI, FL. 33185 US

Title: DIR
WILLIAM RIVERON
10970 SW 38TH STREET
MIAMI, FL. 33165 US

Title: DIR
RICHARD MCCULLOCH
150 S. PINE ISLAND RD, SUITE 300
PLANTATION, FL. 33324 US

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TALLAHASSEE, FL

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ARTICLE VIII: REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and the registered office of the Corporation shall be:

Registered Agent: Luis LLerena

Registered Office Address: 4925 SW 154th Ave, Miami, FL 33185

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

Registered Agent Signature: Luis LLerena

The Board of Directors may change the registered office and the registered agent in compliance with the requirements of the Florida Statutes.

ARTICLE IX: LIMITATION OF LIABILITY

Pursuant to the provisions of the Florida Statutes, the directors, officers, and members of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent permitted by Florida law, including the payment of legal expenses incurred in defense of claims, as further detailed in the Bylaws.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the Corporation, 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII: INCORPORATOR

The name and address of the incorporator of the Corporation is:

Luis LLerena
4925 SW 154th Ave
Miami, FL 33185

Signature of Incorporator: Luis LLerena

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I am the incorporator submitting these 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 for 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 this corporation and every year thereafter to maintain "active" status.

ARTICLE XIII: AMENDMENTS

These Articles of Incorporation may be amended in accordance with the procedures set forth in the Bylaws of the Corporation, provided that any such amendment is consistent with Section 501(c)(3) of the Internal Revenue Code and the Florida Statutes governing non-profit corporations.

IN WITNESS WHEREOF, the undersigned, being the incorporator of NextGen Athletes, Inc., executes these Articles of Incorporation and certifies that the facts stated herein are true and correct as of this 2nd of October, 2024.

Luis Llerena

Luis Llerena
10/02/2024

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