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SOUTH BAY YOUTH LEAGUE PROGRAM, INC.
P. O. Box 7126
South Bay, FL 33493

January 20, 1998

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-01/26/98--01027--001
****140.00 ****140.00

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Restated Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and two (2) copies of Restated Articles of Incorporation of South Bay Youth League Program, Inc. Please provide us with two certified copies of the Articles. Also, enclosed is South Bay Youth League's check in the amount of \$140 to cover the cost of filing the Restated Articles and the fee for two (2) certified copies. Please forward the certified copies to the Youth League's address at: P. O. Box 7126, South Bay, FL 33493.

Thank you for your assistance in this matter.

Very truly yours,

Pearlie M. Moore
PEARLIE M. MOORE

/pmm
Encls.

VS JAN 29 1998

Restated Articles

98 JAN 26 PM 12:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
98 JAN 26 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH BAY YOUTH LEAGUE PROGRAM, Inc.
A FLORIDA NONPROFIT CORPORATION

including
Certificate of Adoption

**RESTATED ARTICLES OF INCORPORATION
SOUTH BAY YOUTH LEAGUE PROGRAM, Inc.
A FLORIDA NONPROFIT CORPORATION**

FILED
98 JAN 26 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is SOUTH BAY YOUTH LEAGUE PROGRAM INC.

ARTICLE II.

STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III.

GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement and development of children within the community through educational interaction and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for the development of children within South Bay through amateur athletic discipline, training and motivational interactions, along with educational programs in order to enhance the academic, social and civic awareness of the children so that they can become successful students and successful citizens for the community.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**RESTATED ARTICLES OF INCORPORATION
SOUTH BAY YOUTH LEAGUE PROGRAM, Inc.
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE IV.
TERM**

This corporation shall have a perpetual existence.

**ARTICLE V.
MEMBERSHIP**

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

**ARTICLE VI.
LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT.**

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in the County of Palm Beach. The Current principal office is located at 2800 Ilex Court, South Bay, FL 33493

(b) The name and address of this corporation's registered agent is:

ALLEN DAVIS
210 SW 4th Avenue
South Bay, FL 33493

**RESTATED ARTICLES OF INCORPORATION
SOUTH BAY YOUTH LEAGUE PROGRAM, Inc.
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS**

(A) Board of Directors. The Powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a minimum of THREE (3) provided, however, that such number may be changed by a bylaw duly adopted by the members.

Directors shall serve for a term of two years until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

(b) *Corporate Officers.* The Membership shall elect the following officers in accordance with procedures established in the bylaws: president, vice president, treasurer, and secretary. There may exist such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

**ARTICLE VIII
BYLAWS.**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

**RESTATED ARTICLES OF INCORPORATION
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**ARTICLE IX.
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE X.
DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XI.
AMENDMENT OF ARTICLES**

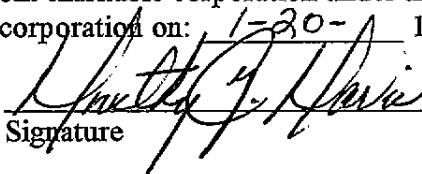
Amendments to these articles of incorporation may be adopted by the Board of Directors and may be adopted by the vote of two-thirds of Board of Directors of the corporation.

**RESTATED ARTICLES OF INCORPORATION
SOUTH BAY YOUTH LEAGUE PROGRAM, Inc.
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**ARTICLE XII
CERTIFICATE OF ADOPTION**

It is hereby certified that these Restated Articles of Incorporation, replacing all previous articles of incorporation and amendments thereto, were adopted by a unanimous vote of the Board of Directors and ratified by the membership of this not for profit corporation at a meeting properly noticed and held on November 17, 1997.

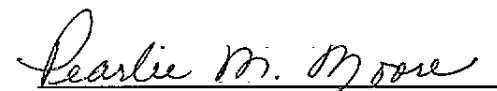
The undersigned being the President of this corporation, for the purpose of Restatement of the Articles of Incorporation this nonprofit charitable corporation under the Laws of Florida, hereby execute these Restated Articles of Incorporation on: 1-20- 1998.


Signature _____, as President

STATE OF FLORIDA)
)
PALM BEACH COUNTY)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Dorothy J. Davis and known to me to be the person who executed this foregoing Restated Articles of Incorporation of SOUTH BAY YOUTH LEAGUE PROGRAM, INC.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of January, 1998.


Notary Public, State of Florida

(Seal) 