

NOV-19-1999 15:40

ATTN: Darlene Anderson as discussed, Thank you!

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BASIC AMENDMENT

SOUTH FLORIDA YOUTH ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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4 pgs.
22883.12

Amended & Restated

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ARTICLES OF AMENDMENT AND
RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA YOUTH ASSOCIATION, INC.

Pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, the undersigned corporation, **South Florida Youth Association, Inc.**, pursuant to resolutions duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be "South Florida Youth Association, Inc.," hereinafter referred to as the "Corporation."

ARTICLE II
PURPOSES
(Amended)

The Corporation is organized exclusively for such charitable, educational and scientific purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Law, and more specifically to promote participation in baseball leagues by children between the ages of eight and eighteen years of age and conducting and providing programs, activities and services as are necessary, incident to or pertaining to the purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person; provided, however, that the foregoing shall not prohibit the Corporation from paying reasonable compensation for services rendered to it or from making reasonable payments in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code). 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

ARTICLE III
MEMBERSHIP
(Amended)

The Corporation shall not have members.

ARTICLE IV
TERM

The term of the Corporation shall be perpetual.

ARTICLE V
REGISTERED OFFICE AND AGENT

The principal address and registered office of the Corporation is 11336 Wiles Road, Coral Springs, Florida 33076, and the initial registered agent at said address is William R. Becker.

ARTICLE VI
BOARD OF DIRECTORS
(Amended)

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the By-laws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the By-laws of the Corporation.

ARTICLE VII
AMENDMENT TO THE ARTICLES OF INCORPORATION
(Amended)

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation.

ARTICLE VIII
DISSOLUTION
(Amended)

Upon dissolution of the Corporation, all of the Corporation's assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of the Corporation's liabilities, shall be distributed to one or more organizations that qualify for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and that have purposes substantially similar to those of the Corporation, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Circuit Court in Broward County, Florida, exclusively for such purposes or

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to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable, religious, scientific or educational purpose and which would then qualify as exempt from tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law. None of the assets will be distributed upon such dissolution to any member, director, or officer of the Corporation, or other private individual.

CERTIFICATE OF ADOPTION

We hereby certify that the above and foregoing Articles of Amendment and Restatement of Articles of Incorporation of **SOUTH FLORIDA YOUTH ASSOCIATION, INC.**, a not-for-profit corporation, were duly approved and adopted by the Board of Directors of said corporation, all as required by law, on the 10 day of 10, 1999. There are no members of the Corporation who are entitled to vote on the amendments.


IN WITNESS WHEREOF, this document has been executed by its duly authorized officers and sealed with the official seal of the Corporation, this 10 day of October, 1999.

SOUTH FLORIDA YOUTH ASSOCIATION, INC.



Chairperson

William R. Becker



Secretary
William R. Becker

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