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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS  
OCT 7 2013  
EXAMINER

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **PFXA, Inc.**

DOCUMENT NUMBER: **N97000005053**

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

Please return all correspondence concerning this matter to the following:

**Alison Strange, Esquire**

(Name of Contact Person)

**Bret Jones, PA**

(Firm/ Company)

**700 Almond Street**

(Address)

**Clermont, Florida 34711**

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

**Elaine M. Torres**

(Name of Contact Person)

at ( **352** ) **394-4025**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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|--|--|--|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

AMENDED ARTICLES OF INCORPORATION OF

PFXA, INC.

(A FLORIDA CORPORATION NOT FOR PROFIT)

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TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

- 1.1 **Name.** The name of the corporation is PFXA, INC. (hereinafter "Corporation").

N97000005053

- 1.2 **Principal Office and Mailing Address.** The principal office and mailing address of the Corporation is 2350 Legends Way, Clermont, Florida 34711.

ARTICLE II

Purpose and Duration

2.1 **Purpose.** The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be the transacting of any or all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, religious, literary, or educational purposes, either directly or by contribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). However, nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Specifically, the Corporation is organized for the purpose of promotion of amateur sport for people of all ages while at the same time assisting in the economic development of Florida through recruiting and coordinating of athletic events.

- 2.2 **Duration.** The term of existence of the Corporation is perpetual.

ARTICLE III

Powers and Limitations

3.1 **Powers.** The Corporation shall have the power to acquire, own, maintain, and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or

convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

3.2 **Limitations.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles.

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 these Articles, the corporation shall not carry on any other 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE IV** **Board of Directors**

4.1 **Corporate Affairs.** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

4.2 **Election.** Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

4.3 **Number.** The Corporation shall have five (5) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

4.4 **Names and Address of Initial Directors.** The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the election or appointment of successor are as follows:

Dr. Dorothy G. Richardson  
1120 West Lakeshore Drive  
Clermont, Florida 34711

Alison Strange, Esquire  
700 Almond Street  
Clermont, Florida 34711

Robert K. Borak, II  
1321 Century Oak Drive  
Ocoee, Florida 34761

Rick Corbin  
4429 Antietam Creek Trail  
Leesburg, Florida 34748

Kevin Stapleton  
16627 Rockwell Heights  
Clermont, Florida 34711

#### **ARTICLE V** **Membership**

The Corporation shall have no capital stock and no Members.

#### **ARTICLE VI** **Indemnification**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its directors and officers to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees, and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

#### **ARTICLE VII** **Bylaws**

The Bylaws of the Corporation may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a two-thirds (2/3) of the then members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles.

#### **ARTICLE VIII** **Amendment**

These Articles shall be amended only by the affirmative vote of a two-thirds (2/3) of the then members of the Board of Directors.

**ARTICLE IX**  
**Dissolution**

In the event of the entire or partial termination, dissolution, or winding up of the Corporation in any manner for any reason whatsoever, the assets of the Corporation which remain after payment, or making provisions for payment, of all liabilities of the Corporation, shall be distributed to an and only to one or more nonprofit organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which have been created and operated for nonprofit purposes similar to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Under no circumstances shall any assets be distributed, upon dissolution or sale of substantially all the assets or otherwise, to directors, officers, or employees of the Corporation.

**ARTICLE X**  
**Initial Registered Office and Agent**


The name and street address of the registered agent of this Corporation for 2013 is amended as follows:

Bret Jones, P.A.  
700 Almond Street  
Clermont, Florida 34711

*Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.*

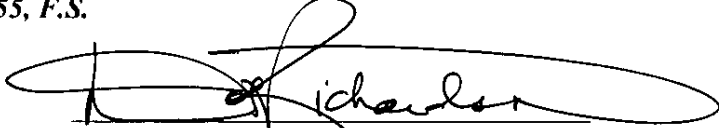
Bret Jones, P.A.

7/1/2013  
Date

  
By: Bret Jones, CEO

*I submit this document and affirm that the facts stated herein are true. I am aware that any 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.*

7/1/2013  
Date

  
Dr. Dorothy G. Richardson, Director

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TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

FILED

Effective date if applicable: July 1, 2013  
(no more than 90 days after amendment file date)

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TALLAHASSEE, FLORIDA

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 9/20/13

Signature [Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Alison Strange  
(Typed or printed name of person signing)

Director  
(Title of person signing)