

N98000001555



**South Dade Roller Hockey  
Club**

February 16, 1999

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

400002782964--3

-02/22/99--01095--006

\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: South Dade Roller Hockey Club

To Whom It May Concern:

Enclosed you will find our amended Articles of Incorporation and the Corporate Bylaws, as well as their approval as confirmed by the written consent issued by the Board of Directors. Also, you will find our check #1211 for \$43.75 to cover the \$35 filing fee for the amended Articles and \$8.75 to receive a certified copy. Our document number is **N98000001555**.

Further correspondence can be sent to **9730 S.W. 214 Terrace**  
**Miami, FL 33189**  
or we can be reached at **305-255-9042**.

Sincerely,

*Jan Sundry*  
Jan Sundry

*Amend + Restate  
2-26-99  
MS*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB 22 AM 8:11

**FILED**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTH DADE ROLLER HOCKEY CLUB, INC.**

**FILED**

99 FEB 22 AM 8:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

South Dade Roller Hockey Club, Inc., a Florida not for profit corporation desiring to amend and restate its Articles of Incorporation pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), hereby certifies as follows:

I. The name of the corporation is South Dade Roller Hockey Club, Inc. and the date of filing of its original Articles of Incorporation with the Florida Secretary of State was March 16, 1998.

I. The corporation does hereby amend and restate its Articles of Incorporation to read in their entirety as set forth below:

**ARTICLE I**

**NAME**

The name of the corporation is: South Dade Roller Hockey Club, Inc.

**ARTICLE II**

**LOCATION OF PRINCIPAL OFFICE**

The principal office and mailing address of this corporation shall be:

9730 SW 214 Terrace  
Miami, FL 33189

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors is authorized to change the principal office of the corporation from time to time without amendment to these Amended and Restated Articles of Incorporation (these "Articles").

**ARTICLE III**

**PURPOSES**

The purposes for which the corporation is organized are:

1. The corporation is organized exclusively for charitable and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including for the purposes of operating a youth roller hockey program.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, trustees 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 these Articles.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise, attempting to influence legislation except as provided by Section 501(h) of the Internal Revenue Code, 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.

4. 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 or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to the provisions of the Act.

## ARTICLE IV

### BOARD OF DIRECTORS

The corporation shall be organized on a non-stock basis. The authority for all affairs of the corporation shall be in a Board of Directors who shall have and may exercise all the powers of the corporation as permitted by federal law, state law, these Articles and the Bylaws of the corporation as from time to time in effect. The corporation shall have such number of members of the Board of Directors as shall be set forth in the Bylaws of the corporation in effect from time to time, and the Board of Directors shall be elected in the manner set forth in the Bylaws.

## ARTICLE V

### MEMBERS

The corporation shall initially have no members. Thereafter, the Board of Directors may decide to provide for membership in the corporation and if so, the Bylaws of the corporation shall set forth the authorized number of members, the different classes of membership (if any), the property, voting and other rights and privileges of members, and liability of members for dues and assessments and the method of collection thereof.

## ARTICLE VI

## **DISSOLUTION**

No part of the net earnings of the corporation shall inure to the benefit of any director, officer, member, trustee or other private person (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no director, officer, member, trustee or other private person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

## **ARTICLE VII**

### **AMENDMENT**

The Board of Directors of the corporation reserves the right to amend or repeal any provision contained in these Articles, and any right conferred upon members is subject to this reservation. Any amendments to these Articles shall be made in accordance with the provisions of the laws of the State of Florida.

## **ARTICLE VIII**

### **BYLAWS**

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Directors.

## **ARTICLE IX**

### **INDEMNIFICATION**

The corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably

believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

No director shall be personally liable to the corporation or to any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 617.0830 of the Florida Not for Profit Corporation Act or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (i) shall have breached his duty of loyalty to the corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation: or
- (iv) shall have derived an improper personal benefit.

## **ARTICLE X**

### **INTERNAL REVENUE CODE AND LAWS OF THE STATE OF FLORIDA**

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

## **ARTICLE XI**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the Registered Agent of the corporation is:

Wiley Gratton  
9730 SW 214 Terrace  
Miami, FL 33189

ARTICLE XII

INCORPORATOR

The name and address of the sole incorporator of the corporation is:

Wiley Gratton  
9730 SW 214 Terrace  
Miami, FL 33189

3. There are no members of the corporation who are entitled to vote on the adoption of these Amended and Restated Articles of Incorporation.

4. These Amended and Restated Articles of Incorporation were adopted by the corporation's Board of Directors by unanimous written consent on February 11, 1999.

IN WITNESS WHEREOF, the corporation has caused these Amended and Restated Articles of Incorporation to be signed by the President of this corporation this 11 day of February, 1999.



Name: Wiley Gratton  
President