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May 1, 2000

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

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*****43.75 *****43.75

Re: Orange Bowl Foundation, Inc.

Dear Sir or Madam:

We are enclosing for filing with your office the original Amended and Restated Articles of Incorporation of Orange Bowl Foundation, Inc.

Also enclosed is our check in the sum of \$43.75 in payment of the filing and certified copy fees.

If you have any questions, please do not hesitate to call me.

Amend + Restate
5-18-00
OWS

Very truly yours,



Olga L. Duque
Certified Legal Assistant

Encs.

cc: Abigail Watts-FitzGerald, Esq.

FILED
00 MAY -5 AM 10:11
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORANGE BOWL FOUNDATION, INC.
(A Not for Profit Corporation Organized
Under Chapter 617, Florida Statutes)**

FILED
00 MAY -5 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Orange Bowl Foundation, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 617.1006 and 617.1007, Florida Statutes, that:

1. The name of the Corporation is Orange Bowl Foundation, Inc. (the "Corporation").
2. There are no members entitled to vote on these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a meeting held on April 24, 2000.
3. The text of the Articles of Incorporation of Orange Bowl Foundation, Inc. is hereby amended and restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of Florida, to read as follows:

ARTICLE I - NAME

The name of the Corporation shall be ORANGE BOWL FOUNDATION, INC. (hereinafter the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and/or mailing address of the Corporation is 601 Brickell Key Drive, Suite 206, Miami, Florida 33131.

ARTICLE III - PURPOSES

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or corresponding provision of any future United States Internal Revenue Law), including, without limitation, the following:

(a) The Corporation shall organize, sponsor, produce, promote and/or participate in athletic contests, educational opportunities, clinics, expositions, and other similar programs and projects for the youth of the South Florida communities and to raise and receive funds from sponsors and the general public and to use such funds to provide such benefits;

(b) To participate in and sponsor any activity designed and implemented to educate and promote the youth of the South Florida communities served by the Corporation;

(c) To accept, hold, administer, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities; and

(d) To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for corporations formed under Section 501(c)(3) of the Code.

ARTICLE IV - MEMBERSHIP

There shall be no members of the Corporation.

ARTICLE V - REGISTERED AGENT

The street address of the registered office of the Corporation is 601 Brickell Key Drive, Suite 206, Miami, Florida 33131; and the name of the registered agent of the Corporation at that address is Keith Tribble.

ARTICLE VI - BOARD OF DIRECTORS

The method of election of the members of the Corporation's Board of Directors shall be as provided in the Corporation's Bylaws.

VII - DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to an organization or organizations with similar purposes and aims. Each such organization shall be the type described in Section 501(c)(3) of the Code or the successor or successors to that statute, and shall have similar tax exempt status under federal law and under the laws of the state in which it is operating.

ARTICLE V - LIMITATIONS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.

(c) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(c)(2), 2522(a)(2) or 2055(a)(2) of the Code.

IN WITNESS WHEREOF, the Orange Bowl Foundation, Inc. has caused these Amended and Restated Articles of Incorporation to be executed on this 18th day of April, 2000.

ORANGE BOWL FOUNDATION, INC.

By: 

Leslie V. Pantin, Jr.
Chairman