

CHARTERED LAW FIRM OF  
**AUBIN WADE ROBINSON**  
Attorneys at Law

MAIL REPLY TO:

P. O. BOX 210425  
ROYAL PALM BEACH, FL 33421

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

500003148655--3  
-02/28/00--01013--005  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Dear Clerk:

Enclosed please find an original and two (2) copies of the articles  
of restatement and a check in the amount of \$52.50.

Restatement Fee.....	\$35.00
Two Certified Copies.....	\$17.50
Total	\$52.50

Please return all documents to :

Chartered Law Firm of AUBIN WADE ROBINSON  
P.O. BOX 210425  
Royal Palm Beach, FL 33421

Tel.: 561.333.8755

TELEPHONE:

561.333.8755  
800.742.3044

FAX:

561.791.7950

EMAIL:

Aubin\_Wade\_Robinson@Juno.com

OFFICE LOCATIONS:



**PALM BEACH:**

Royal Plaza, Esplanade  
505 Royal Palm Beach Blvd.  
Royal Palm Beach, Florida  
(Southern Blvd. & Royal Palm Bch. Blvd.)



**BROWARD:**

Envirowood Executive Plaza, Suite 205  
5950 West Oakland Park Blvd.  
Ft. Lauderdale, Florida

Sincerely,

AUBIN WADE ROBINSON

FILED  
00 MAR 17 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated/NC  
CRO  
3/20



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

March 8, 2000

**CHARTERED LAW FIRM OF AUBIN WADE ROBINSON**  
**PO BOX 210425**  
**ROYAL PALM BEACH, FL 33421**

**SUBJECT: JIMMY SPENCER FOUNDATION, INC.**  
**Ref. Number: N98000004055**

We have received your document for JIMMY SPENCER FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

**PLEASE TYPE OR PRINT THE REGISTERED AGENT'S NAME UNDER HIS SIGNATURE OF ACCEPTANCE.**

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 100A00012878

**FILED**  
00 MAR 17 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT**

**ARTICLES OF INCORPORATION**

**OF**

**JIMMY SPENCER FOUNDATION, INC.**  
**(Present Name)**

**Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida Nonprofit Corporation restates its articles of incorporation inclusive of all amendments therein to the former articles of incorporation.**

**Restated ARTICLES OF INCORPORATION**

**ARTICLE I.  
NAME**

The name of this corporation shall be **DEUCE DEUCE FOR KIDS, 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 Part 1 Chapter 617 of the Florida Statutes with all powers provided for therein.

**ARTICLE III.  
GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to operate for the development and advancement of children 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 Florida through programs and exposure to motivational interaction, athletic discipline, along with educational programs in order to enhance the academic, social, and civic awareness of the youth.

(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) 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.

**ARTICLE IV.  
TERM**

This corporation shall have a perpetual existence.

**FILED**  
00 MAR 17 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **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 Broward. The current principal office being presently located at **1805 NW 137 Avenue, Pembroke Pines, FL 33028.**

(b) The name and address of this corporation's registered agent is:  
**Aubin Wade Robinson, 505 Royal Palm Beach Blvd, Royal Palm Beach, FL 33411**

## **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 trustees. The number of trustees 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 elected at the annual meeting, and at all times thereafter, 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 at time and date as the board of directors designate from time to time by resolution. Meetings may also be held in other places as the board of directors 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 board of board shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors/trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

#### **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.

#### **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) 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 proposed by a resolution adopted by the board of directors. Amendments may be adopted by the vote of two-thirds of the Board of Directors of the corporation.

**ARTICLE XII  
CERTIFICATION OF ADOPTION**

These Restated Articles of Incorporation, replacing all previous articles of incorporation and amendments thereto, were adopted by unanimous vote of the Board of directors and not requiring vote of the membership for the amendments contained herein.

The undersigned, being the President of this corporation, for the purpose of Restatement of the Articles of Incorporation of this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on: 2-15-00, 2000

Jimmy Spencer, as President  
Signature

STATE OF FLORIDA       )  
                                      )  
Broward COUNTY       )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JIMMY SPENCER and known to me to be the person who executed this foregoing Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of FEBRUARY, 2000.

(Seal)

[Signature]  
Notary Public, State of Florida

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]  
Signature Registered Agent

AUSTIN WADE ROBINSON

2-15-00  
Date