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BASIC AMENDMENT

MIAMI BREAKERS-GLIDERS JUNIORS SOCCER CLUB, INC.

Certificate of Status	0
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**THIRD AMENDMENT TO
AND
RESTATEMENT OF THE
ARTICLES OF INCORPORATION**

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Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.1007, Florida Statutes, Miami Breakers-Gliders Juniors Soccer Club, Inc. hereby adopts the following Articles of Amendment to and Restatement of its articles of incorporation, whose purpose is to change the corporate name to "Zebras F.C., Inc.", as follows:

"ARTICLE I

The name of this corporation shall be ZEBRAS F.C., INC.

ARTICLE II

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE III

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers 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 Section 501 (c) (3) purposes. 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, or in opposition to, any candidate for public office.

ARTICLE IV

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 corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

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ARTICLE V

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE VI

The specific purpose for which the Corporation is organized shall be:

- a. To purchase, sell, lease, erect and maintain property for the above purpose and to engage in any operation incidental to and essential for the purpose above mentioned;
- b. To solicit funds and donations in kind and from time to time to further the purposes of this Corporation;
- c. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same;
- d. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure loans by mortgage, pledge, deed of trust or other lien;
- e. To apply for, obtain and contract with any federal, state or local government or agency thereof for a direct loan or loans or other financial aid in the form of grants otherwise relating to the purposes of this Corporation;
- f. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation;

ARTICLE VII

The manner in which the Directors are elected or appointed shall be by unanimous decision of the Board of Directors.

ARTICLE VIII

The street address of the registered office of the Corporation is 2555 Collins Avenue, Suite PH107, Miami Beach, Florida 33140.

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ARTICLE IX

The name and address of the incorporator of these Articles of Incorporation is Mr. Paolo Doino, with address at 2555 Collins Avenue, Suite PH107, Miami Beach, Florida 33140.

ARTICLE X

The affairs of the Corporation shall be managed by a President, Vice-President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and office they shall hold until the first election shall be as follows:

Mr. Paolo Doino.....	President
Ms. Graziella Marandi.....	Vice President
Ms. Graziella Marandi.....	Secretary
Ms. Graziella Marandi.....	Treasurer

ARTICLE XI

The members of the Board of Directors shall never be less than three (3) in number. The Board of Directors shall consist of two (2) persons whose names and addresses are as follows:

Mr. Paolo Doino	2555 Collins Avenue, Suite PH107, Miami Beach, Florida 33140
Ms. Graziella Marandi	2555 Collins Avenue, Suite PH107, Miami Beach, Florida 33140

ARTICLE XII

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least (10) days written notice for said meeting. The amendments shall only be effective from the date of approval in writing by the Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, shall abide by the bylaws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said bylaws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this Corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations.

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ARTICLE XIII

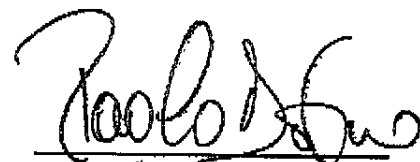
The Bylaws of the Corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called specially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

(signature line
as in original articles)

By: Paolo Doino
Title: Incorporator"

This third amendment and restatement of the articles of incorporation was adopted on the 15 day of November, 2001. There are no member or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

IN WITNESS WHEREOF, the President has signed this third amendment and restatement of the articles of incorporation this 15th day of November, 2001.


Paolo Doino
Incorporator/President/Director


Graziella Marandi
Director