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- Founded 1925 -

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May 18, 2000

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Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: TEAM AWESOME FOUNDATION, INC.

Dear Sir/Madam:

Enclosed herewith are an original and a copy of the Amended and Restated Articles of Incorporation of The Team Awesome Foundation, Inc. Please file these articles as quickly as possible. Then, using the enclosed copy, please provide a certified copy and return it to our office via regular U.S. mail.

Thank you, and please contact the undersigned should any problems arise in connection with this filing.

Very truly yours,



Lisa Folis  
Corporate Paralegal

LAF/encl.

Amended & Restated Art.

SP/VS  
6/7/00

FILED STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATIONS  
00 MAY 22 AM 11:00 '00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 22 AM 11:09

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE TEAM AWESOME FOUNDATION, INC.  
  
(A Corporation Not for Profit)**

The Articles of Incorporation of The Team Awesome Foundation, Inc., a Florida corporation not for profit, were amended and restated by the directors of the corporation on March 27, 2000 as follows:

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

Team Awesome, Inc.

The principal address and the mailing address of the corporation shall be:

4655 47<sup>th</sup> Street  
Sarasota, Florida 34235

**II.  
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

- A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors without the necessity of the approval of any trustee, custodian or agent, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 the purposes set forth herein. 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 provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **III. MEMBERSHIP**

There are no members of the corporation.

### **IV. BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the bylaws.

### **V. CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

### **VI. NON-DISCRIMINATORY POLICY**

The corporation affirms its establishment of a non-discriminatory policy and admits all peoples of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to participants of any and all of its current and

future programs. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship, sponsorship and tuition programs, and athletic and other related programs.

## **VII. BYLAWS**

The first board of directors of the corporation have adopted Bylaws consistent with these Articles of Incorporation. Hereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

## **VIII. REGISTERED OFFICE**

The street address of the current registered office of the corporation is 4655 47<sup>th</sup> Street, Sarasota, Florida 34235, and the name of the current registered agent of this corporation at that address is Carol Clark.

## **IX. COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

## **X. ACQUISITION AND DISTRIBUTION OF PROPERTY**

Duly authorized officers of the corporation may buy, sell, or otherwise acquire or dispose of the assets of the corporation when said acquisition or sale of these assets are in the normal, day to day course of its business. However, approval and authorization by a majority vote of a quorum of directors present at a duly noticed meeting of the directors is required for the acquisition, sale, or liquidation, in any manner, of any material asset which would have the effect of substantially diminishing the net assets of the corporation.

## **XI. DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable,

educational, or scientific purposes as shall at the time qualify as an exempt organization or 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) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

## **XII. AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

The undersigned, as president and secretary of the corporation, do hereby certify that the foregoing amendment was approved by a majority of the total number of members of the board of directors at a duly noticed meeting of the board on March 27, 2000. The number of votes cast for the amendment by the directors was sufficient for approval. There are no members of this corporation; therefore, member action was not required.

IN WITNESS WHEREOF, the president and secretary have executed these Articles of Amendment, this 29<sup>th</sup> day of March, 2000.



Pamela Mastromarino  
President



Lisa A. Folis  
Secretary