

Pennington Law Firm

Requestor's Name

N 99000000969

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pan American Sports Foundation, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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T. SMITH FEB 16 1999

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
PAN AMERICAN SPORTS FOUNDATION, INC.  
(A Florida Corporation Not for Profit)

The undersigned person, being a United States citizen over the age of eighteen years and acting as incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the corporation:

Article I

The name of the Corporation shall be Pan American Sports Foundation, Inc. (hereinafter "Corporation"), a Florida Corporation Not for Profit.

Article II

The address of the initial principal office of the Corporation shall be 1507 East Lake Court, Hollywood, Florida 33020. The mailing address of the Corporation shall be 215 South Monroe Street, Suite 200, Tallahassee, Florida 32301. The directors of the Corporation may establish such alternative or additional offices within or outside of the State of Florida from time to time as they consider appropriate.

Article III

The Corporation shall have perpetual duration.

Article IV

The Corporation is a not for profit corporation. The purposes for which the Corporation is organized are:

(A) The specific and primary purposes for which this Corporation is formed are the education of youth, to foster national and international amateur athletic competition, and for other charitable purposes, by the distribution of its funds for those purposes, including particularly for providing scholarships to further educational opportunities for students.

(B) The general purposes for which this Corporation is formed are to operate exclusively for such charitable, educational, and other purposes as may qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(C) The 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

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or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office.

(D) Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation or are not within the powers that a Section 501(c)(3) organization is authorized to have.

#### Article V

The Corporation shall have no members.

#### Article VI

The street address of the initial registered office of the Corporation is 106 East College Avenue, Suite 1200, Tallahassee, Florida, 32301. The name of its initial registered agent at that address is Travis L. Miller.

#### Article VII

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall not be less than three nor more than fifteen. The initial number of directors of the Corporation shall be four, provided that the number of directors may be changed as provided in the bylaws of the Corporation.

The initial directors named here as the first board of directors shall hold office until the first meeting of directors, to be held as specified in the bylaws of the Corporation, at which an election of directors to serve for the succeeding year shall be held. Directors elected at the first annual meeting of members, and thereafter, shall each serve terms of one year and until qualification of their successors in office. The directors shall elect such officers as may be provided for in the bylaws of the Corporation.

The names and residence addresses of the persons who are to serve as the initial directors of the Corporation are:

Marc Dunbar  
2924 Parrish Drive  
Tallahassee FL 32308

Manuel (Nandy) Serrano  
1507 East Lake Court  
Hollywood FL 33020

Ari Tenenbaum  
8239 NW 201<sup>st</sup> Street  
Miami Lakes FL 33015

Craig Waldman  
8239 NW 201<sup>st</sup> Street  
Miami Lakes FL 33015

### Article VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not for Profit Corporation Act, the bylaws of the 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 in the bylaws.

### Article IX

The property of this Corporation is irrevocably dedicated to educational and charitable purposes, and to fostering national and international amateur athletic competition, and no part of the net income or assets of this Corporation shall ever inure to the benefit of or be distributable to any director, officer, or member, provided, however, 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.

### Article X

On 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 not for profit fund, foundation, or corporation designated by the directors which at the time is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, that are organized and operated exclusively for such purposes.

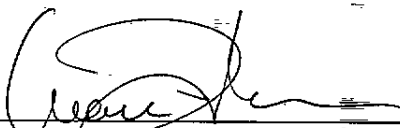
### Article XI

The incorporator of the Corporation and residence address thereof shall be Marc W. Dunbar, 2924 Parrish Drive, Tallahassee, FL 32308.

### Article XII

These articles of incorporation may be amended as provided for in the bylaws of the Corporation.


The undersigned incorporator of this Corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, has executed these articles of incorporation on this 16 day of February, 1999.

  
\_\_\_\_\_  
Marc W. Dunbar, Incorporator


**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

PAN AMERICAN SPORTS FOUNDATION, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301, as its initial Registered Office and has named Travis L. Miller located at said address as its initial Registered Agent.

  
Marc W. Dunbar

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

  
Travis L. Miller  
Registered Agent

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