

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

OPTIMIST CLUB OF COOPER CITY INC.
a Florida not-for-profit corporation
("Corporation")

The undersigned Incorporator, for purposes of forming a Florida not-for-profit corporation under the Florida Not-for-Profit Corporations Act, hereby adopts the following Amended Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation is:

OPTIMIST CLUB OF COOPER CITY INC.

ARTICLE II
PRINCIPAL AND MAILING ADDRESS

The principal place of business of the Corporation shall be located at:

10500 STIRLING ROAD
COOPER CITY, FL 33026

The mailing address of the Corporation is:

10500 STIRLING ROAD
COOPER CITY, FL 33026

ARTICLE III
PURPOSE

The specific purpose for which this Corporation is organized is:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL 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 OR AMENDMENT THERETO). WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, THE MISSION OF THE CORPORATION IS TO PROVIDE SUPERIOR SPORTS PROGRAMS TO THE YOUTH AND RESIDENTS OF THE CITY OF

COOPER CITY AND PROMOTE GOOD SPORTSMANSHIP AND HEALTHY COMPETITION.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which Directors are elected or appointed is provided in the Bylaws of the Corporation. The Corporation shall, at all times, have at least three (3) Directors.

ARTICLE V
OFFICERS

The Officers of the Corporation shall be:

PETE SCHLANG
10500 STIRLING ROAD
COOPER CITY, FL 33026

PRESIDENT

ZACH LIEBERMAN
10500 STIRLING ROAD
COOPER CITY, FL 33026

FIRST VICE PRESIDENT

MICHAEL STAMM
10500 STIRLING ROAD
COOPER CITY, FL 33026

SECOND VICE PRESIDENT/SECRETARY

DAVE PARKER
10500 STIRLING ROAD
COOPER CITY, FL 33026

TREASURER

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

DISCHINO & SCHAMY, PLLC
4770 BISCAYNE BLVD., SUITE 600
MIAMI, FLORIDA 33137

ARTICLE VII
BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BYLAWS OF THE CORPORATION SHALL BE VESTED IN THE DIRECTORS OF THE CORPORATION, AS

MORE SPECIFICALLY PROVIDED IN THE BYLAWS OF THE CORPORATION.

ARTICLE VIII **BOARD OF DIRECTORS**

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS COMPRISED OF A MINIMUM OF THREE (3) INDIVIDUALS, UNLESS OTHERWISE STATED IN THE BYLAWS. AT ALL TIMES THE BOARD OF DIRECTORS SHALL BE COMPRISED OF AN ODD NUMBER OF INDIVIDUALS.

ARTICLE IX **LIMITATION OF ACTIVITIES**

SECTION 1. 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 EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS SECTION 501(C)(3) PURPOSES.

SECTION 2. 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.

SECTION 3. 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 OR ORGANIZATION 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 OR ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.)

ARTICLE XI **DISSOLUTION**

UPON THE DISSOLUTION OF THE CORPORATION, THE DIRECTORS OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL THE RESIDUAL ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR SCIENTIFIC PURPOSES WHICH, AT THE TIME OF SUCH DISPOSITION, QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS

UNDER 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 XII
AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY APPROVAL OF A MAJORITY OF THE DIRECTORS OF THE CORPORATION, AND A VOTE OF TWO-THIRDS (2/3) OF THE MEMBERS PRESENT AND VOTING AT ANY REGULAR MEETING CALLED FOR THAT PURPOSE, IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THE COMPANY BYLAWS, AS MAY BE AMENDED FROM TIME TO TIME.

ARTICLE XII
EFFECTIVE DATE

THE EFFECTIVE DATE OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION SHALL BE _____, 2025.

AUTHORIZED AGENT:

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.

By: _____
Pete Schlang, President

REGISTERED AGENT:

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: _____
Christopher A. DiSchino, Esq.