

**STATE OF SOUTH CAROLINA
SECRETARY OF STATE**

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

RESTATED ARTICLES OF INCORPORATION

Nonprofit Corporation - Domestic

Filing Fee - \$10.00

DEC 31 2013

Mark Hammond

SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to the provisions of S.C. Code of Laws §33-31-1006, the applicant delivers to the Secretary of State these restated articles of incorporation.

1. The current name of the corporation is Dabo's All In Team

2. If the name of the corporation has ever been changed, list all of its former names.

3. Date incorporated January 22, 2009

4. Check "a", "b", or "c" whichever is applicable. Check only one box:

- a. ☒ The nonprofit corporation is a public benefit corporation.
- b. ☐ The nonprofit corporation is a religious corporation.
- c. ☐ The nonprofit corporation is a mutual benefit corporation.

5. Check "a" or "b", whichever is applicable:

- a. ☐ This corporation will have members.
- b. ☒ This corporation will not have members.

6. The address of the principal office of the nonprofit corporation is

104 Sycamore Drive	Clemson	Pickens	SC	29632
Street Address	City	County	State	Zip Code

7. If this nonprofit corporation is either a **public benefit** or **religious corporation** complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation. **If you are going to apply for 501(c)(3) status, you must complete section "a."**

- a. ☒ Upon dissolution of the 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 the 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. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.



- ☐ If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

OR

- b. ☐ If the dissolved corporation is not described in Section 501(c)(3) of the Internal Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more of the entities described in (i) above.

- ☐ If you chose to name a specific public benefit, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

8. If the corporation is a **mutual benefit corporation** complete either "a" or "b", whichever is applicable, to describe how the (remaining) assets of the corporation will be distributed upon dissolution of the corporation.

- a. ☐ Upon dissolution of the mutual benefit corporation, the (remaining) assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

- b. ☐ Upon dissolution of the mutual benefit corporation, the (remaining) assets, consistent with the law, shall be distributed to

9. ☐ If this corporation is converting **from either a public benefit or religious corporation into a mutual benefit corporation**, mark this paragraph #8 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

10. The optional provisions which the corporation elects to include in the restated articles of incorporation are as follows (See S.C. Code of Laws §33-31-202(c).)

11. Each director of the nonprofit corporation must sign the restated articles of incorporation.

See attached Exhibit A.

Name Signature of director

Name Signature of director

Name Signature of director

Certificate Accompanying the Restated Articles of Incorporation

11. Check either Box A or B.

☐ A. The attached restated articles of incorporation do not contain any amendments to the corporation's articles of incorporation. The restated articles have been approved by the board of directors or members as required.

☒ B. The attached restated articles of incorporation contain one or more amendments to the corporation's articles of incorporation and the amendments have been approved as required **(Check Box i, ii or iii below depending on the type of approval that was required.)**.

☐ i. By checking this paragraph, the applicant represents that (a) approval of the amendment by the members was not required and (b) the amendment was approved by a sufficient vote of the board of directors. **(Do not check this paragraph i if member vote was required or if the required vote of directors was not obtained.)**

☒ ii. By checking this paragraph, the applicant represents that the approval of the members was required to adopt the amendment(s). If you check Box ii you must complete the information below.

(a) Designation (Classes of Membership)

1 _____

(b) Number of memberships outstanding

2 _____

(c) Number of votes entitled to be cast by each class entitled to vote separately on the amendment:

1 _____

(d) Number of votes of each class indisputably voting on the amendment:

2 _____

(e) Complete one of the following as appropriate:

(i) Total number of votes cast for and against the amendment by each class entitled to vote separately:

2 for the amendment; 0 against the amendment _____

(ii) Total number of undisputed votes cast for the amendment by each class which was sufficient for approval for that class:

2 _____

☐ iii. By checking this paragraph, the applicant represents that approval of the restatement by some person or persons other than the members, the board, or the incorporators is required pursuant to S.C. Code of Laws §33-31-1030, and that the approval was obtained. **(Do not mark paragraph iii if neither of these statements is true.)**

Specify (a) the text of every amendment adopted and (b) the date each amendment was adopted. Please attach additional pages if the space on this form is not sufficient.

12. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself:

13. Unless a delayed date is specified, this application shall be filed upon acceptance for filing by the Secretary of State (See S.C. Code of Laws §33-31-123(b)).

Date December 31, 2013

Dabo's All In Team

Name of Corporation



Signature of Officer

Richard Davies, President

Type or Print Name and Office

Filing Checklist

- Restated Articles of Incorporation (filed in duplicate)
- \$10.00 made payable to the South Carolina Secretary of State
- Make sure the proper person has signed the document
 - Documents filed with the Secretary of State should be executed by:**
 - (1) the Presiding Officer of its Board of Directors of a domestic or foreign corporation, its president or another of its officers
 - (2) if directors have not been selected or the corporation has not been formed, by an incorporator; or
 - (3) if the corporation is in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.
- Self-Addressed, Stamped Return Envelope
- Return all documents to:
 - South Carolina Secretary of State's Office
 - Attn: Corporate Filings
 - 1205 Pendleton Street, Suite 525
 - Columbia, SC 29201

**RESTATED ARTICLES OF INCORPORATION
OF
DABO'S ALL IN TEAM FOUNDATION**

1. The name of the corporation is Dabo's All In Team Foundation.
2. The corporation shall be a charitable public benefit corporation within the meaning of Section 33-31-140(30) of the Code of Laws of South Carolina.
3. The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding United States Internal Revenue Law (the "Code"), including, without limitation, changing the lives of people across the State of South Carolina.
 - (a) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.
 - (b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 its tax-exempt purposes.
 - (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
4. The corporation shall have no members. The method of election of the directors is set forth in the bylaws of the corporation.
5. The period of existence of the corporation is unlimited.
6. The address of the registered office of the corporation in the State of South Carolina is 104 Sycamore Drive, Clemson, South Carolina 29632; and the name of its registered agent at such address is Kathleen Swinney.
7. The street and mailing address of the principal office of the corporation is 104 Sycamore Drive, Clemson, South Carolina 29632, which principal office is located in Pickens County.
8. In the event of the termination, dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the directors shall, after paying or

making provision for payment of all liabilities of the corporation, distribute all of the remaining assets and property of the corporation to one or more organizations exempt under Section 501(c)(3) of the Code as designated by the directors.



Richard Davies

Frederick Gilmer, Jr.

Jeanie Gilmer



William Swinney

Kathleen Swinney

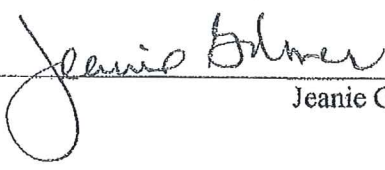
Robin Wilson

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Richard Davies



Frederick Gilmer, Jr.



Jeanie Gilmer

William Swinney

Kathleen Swinney


Robin Wilson

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Jeanie Gilmer


William Swinney


Kathleen Swinney

Robin Wilson

Adoption of Form 990 Review Policy

RESOLVED, that the Internal Revenue Service Form 990 review policy that has been inserted into the minute book of the corporation immediately preceding this Consent be, and it hereby is, adopted as the Form 990 policy of the corporation.

Further Actions

RESOLVED, that the officers of the corporation are authorized to take further action and execute such additional instruments as they may deem appropriate to meet all requirements of law necessary to enable the corporation to conduct its business.

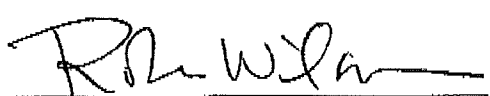
This action is effective as of December 31, 2013.

Richard Davies

Frederick Gilmer, Jr.

Jeanie Gilmer

William Swinney

Kathleen Swinney

Robin Wilson

**INVOICE**

ROBINSON, BRADSHAW & HINSON
101 NORTH TRYON STREET
SUITE 1900
CHARLOTTE, NC 28246

Fax: 410-529-6819

Invoice Date **December 31, 2013**
Invoice Number **N222234**
Order Number **60900350**

For questions about your invoice, call:
(215) 963-0888 option 6
Monday - Friday
9:00 a.m. - 5:00 p.m. E.T.

or e-mail:
billing@searchtec.com

or write:
SearchTec
314 North 12th Street
Suite 100
Philadelphia, PA 19107

ORDER INFORMATION

Name: DABO'S ALL IN TEAM
ST : SC County: SC000
Ref#: 223743.00010 By: **PHYLLIS DELAROSA**
Inst: ARTICLES OF INC.

SERVICES

Basic Service Fee	75.00
Filing Services- ARTICLES	
Copies	9 9.00
Statutory Fee	10.00

TOTAL: \$94.00

Comments: RUSH FEE \$50.00

To ensure accuracy you must return the form below with your payment.

Make check payable to: **SEARCHTEC, INC.**

Please tear off and send this in with your payment.



ROBINSON, BRADSHAW & HINSON
101 NORTH TRYON STREET
SUITE 1900
CHARLOTTE, NC 28246

Invoice Date **December 31, 2013**
Invoice Number **N222234**
Order Number **60900350**

Amount due by 01/30/2014	\$94.00
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Amount enclosed:

____ If this billing address is incorrect, mark an "X"
on this line and make the appropriate changes above.

N222234 60900350 0000009400

SEARCHTEC, INC.
314 NORTH 12TH STREET
SUITE 100
PHILADELPHIA, PA 19107