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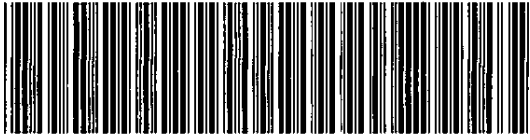
(Business Entity Name)

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COVER LETTER

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2009 OCT 23 PM 4:00

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MIAMI BEACH ROD & REEL CLUB, INC.
PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX

Enclosed is an original and one (1) copy of Reinstatement/Reincorporation and a check for:

FEES:

Filing Fee	\$35.00
Registered Agent	\$35.00
Annual Reports for 1993 through present year	\$61.25 per calendar year

OPTIONAL:

Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)
Certificate of Status \$8.75

JOSE R. PUJOLS, ESQ.

Name (Printed or typed)

2655 LEJEUNE ROAD, PENTHOUSE 1-C

Address

CORAL GABLES, FLORIDA 33134

City, State & Zip

305-569-9533

Daytime Telephone number

JRP1ATTY@AOL.COM

E-mail address: (to be used for future annual report notification)

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT
CORPORATION**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. MIAMI BEACH ROD & REEL CLUB
Name of corporation exactly as it appears in legislative or judicial charter.

2. 208 S. HIBISCUS DRIVE, MIAMI BEACH, FLORIDA 33139
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)


3. MAY 21, 1934
Date of legislative or judicial incorporation

4. FEI Number _____ FEI Number applied for
 FEI Number not required

5. Name, address and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
***	Jack Sontar	208 S. Hibiscus Drive	Miami Beach, FI 33139
***	Larry Reeder	208 S. Hibiscus Drive	Miami Beach, FI 33139
***	Ray Stromont	208 S. Hibiscus Drive	Miami Beach, FI 33139
***	Don Hensley	208 S. Hibiscus Drive	Miami Beach, FI 33139
" *** " SIGNIFIES MEMBER OF THE BOARD OF GOVERNORS			

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.



Authorized Signature

Steve Roadruck - President
Name and capacity of person signing application
(see S. 617.10201(6))

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2009 OCT 23 PM 4:00

**CERTIFICATE OF REINCORPORATION
FOR
MIAMI BEACH ROD & REEL CLUB, INC.**

We, the subscribers hereto, hereby associate ourselves together for the purpose of forming a rod and reel club, and/or society or association, which said club shall be a corporation not for profit; by and under the provisions of Section 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation.

ARTICLE I.

The name of this corporation shall be **MIAMI BEACH ROD & REEL CLUB, INC.**

ARTICLE II.

The principal place of business and the mailing address of this corporation shall be: be located shall be in the City of Miami Beach, Miami-Dade County, Florida.

ARTICLE III.

The general nature and object of this club shall be to promote the interest of rod and reel angling in this vicinity, and social intercourse and good fellowship among the members of the club.

ARTICLE IV.

This corporation shall have full power to buy, sell, lease, mortgage, or otherwise acquire, dispose of, or encumber real estate and personal property necessary and expedient to carry out said purposes and within the limitations as provided in this charter and the laws of the State of Florida. Bonafide purchasers for value can accept title to any real estate or other corporate property by instrument executed by the President, without the necessity of the joinder of the Board of

Governors, supplemented by a corporate resolution which reflects, under oath, unanimous Board of Governors' approval of transfer.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

(a) The affairs of this corporation shall be controlled by a Board of Governors of nine (9) members; provided, however that all officers of this corporation shall be ex officio members of the Board of Governors.

(b) The term of office of the hereinafter named officers and Board of Governors shall be for one (1) year from January 1st, 1934, and all officers and members of the Board of Governors shall thereafter hold office for one (1) year, and until their successors have been duly elected and qualified. (For historical purposes) The first Members of the Board of Governors of this corporation were:

Benjamin K. Farrier
Robert E. McAllister
Nyrnice L. Bell
William E. Atkins
J. Harvey Robillard

Ray H. Adams
Donald L. McCarthy
J. Barrison McCready
Henry A. Pohl

(c) The term of office of the hereinafter named first Board of Governors of this corporation after reincorporation shall for one (1) year from the date of reincorporation, and until their successors have been duly elected and qualified. The following named persons shall be the first Board of Governors after reincorporation, to-wit:

Steve Roadruck
208 S. Hibiscus Drive
Miami Beach, Fl 33139

K.C. Crook
208 S. Hibiscus Drive
Miami Beach, Fl 33139

Stephen Tunstall
208 S. Hibiscus Drive
Miami Beach, Fl 33139

Edward Snow
208 S. Hibiscus Drive
Miami Beach, Fl 33139

James Borelli
208 S. Hibiscus Drive
Miami Beach, Fl 33139

Jack Sontar
208 S. Hibiscus Drive
Miami Beach, Fl 33139

Larry Reeder
208 S. Hibiscus Drive
Miami Beach, Fl 33139

Ray Stromont
208 S. Hibiscus Drive
Miami Beach, Fl 33139

Don Hensley
208 S. Hibiscus Drive
Miami Beach, Fl 33139

The above named Board of Governors shall have full power to make and provide such by-laws, rules and regulations for this club as the said Board of Governors may deem wise or necessary for the proper functioning thereof.

(d) The officers of this corporation, acting under the direction of the Board of Governors, shall manage its affairs.

(e) The method of electing officers and members of the Board of Governors, and of filling such vacancies as may occur due to expiration of terms, resignation, death or otherwise, shall be set forth in the by-laws of this corporation; persons privileged to participate in the voting for the election of officers and for members of the Board of Governors shall be set forth in the by-laws.

(f) The date for the election of Board of Governors and for the election of officers of this club shall be set forth in the by-laws.

(g) The Board of Governors shall select a suitable seal, which said seal shall be the official seal of this club, and said seal shall be used in every instance where the official name of this club and/or corporation is affixed to any document requiring same.

ARTICLE VII.

The names of the officers of this corporation, who, are to manage the affairs of said club until the next election as provided by the by-laws and in this charter are as follows:

Steve Roadruck - President

K.C. Crook - Treasurer

ARTICLE VIII.

The by-laws of this corporation, after January 1st, 1935, shall be made, altered, amended or rescinded by the members thereof at such times and under such terms and conditions as may be provided by the Board of Governors.

ARTICLE IX

(a) The highest amount of indebtedness and liabilities to which this corporation may at any time subject itself shall be determined by its Board of Governors conditioned, however, according to the Statutes of Florida governing same.

(b) The amount in value of the real estate which said corporation may hold shall determined by its Board of Governors, subject, however, to the laws of the State of Florida governing same.

ARTICLE X.

Membership in this club shall be opened to any person subject, however, to such person having first met such conditions as may be prescribed by the by-laws, rules and regulations pertaining to membership in this club; such member after qualifying as to said conditions shall be admitted with full standing and entitled to full membership in this club.

ARTICLE XI.

ARTICLE IX. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of this Corporation shall be:

Jose R. Pujols, Esq.
Law Office of Jose R. Pujols, P.A.
2655 LeJeune Road, PH 1-C
Coral Gables, Florida 33134

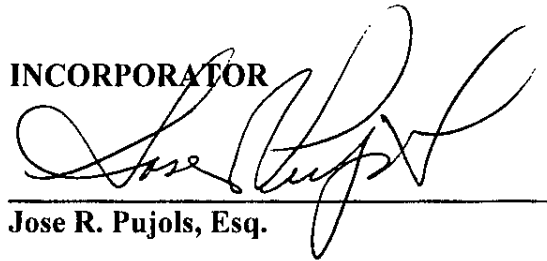
ARTICLE X. INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Jose R. Pujols, Esq.
Law Office of Jose R. Pujols, P.A.
2655 LeJeune Road, PH 1-C
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of October, 2009.

INCORPORATOR



Jose R. Pujols, Esq.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

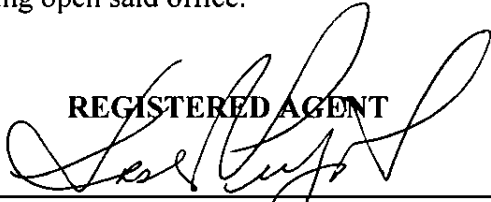
MIAMI BEACH ROD & REEL CLUB, INC., desiring to organize under the laws of the State of Florida with its principal office at 208 S. Hibiscus Drive, Miami Beach, Florida 33139, appoints the following person as its agent to accept service of process within this State:

Jose R. Pujols, Esq.
Law Office of Jose R. Pujols, P.A.
2655 LeJeune Road, PH 1-C
Coral Gables, Florida 33134

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT



Jose R. Pujols, Esq.

Date: October 21, 2009

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2009 OCT 23 PM 4:00

C H A R T E R
of
MIAMI BEACH ROD & REEL CLUB

We, the subscribers hereto, hereby associate ourselves together for the purpose of forming a rod and reel club, and / or society or association, which said club shall be a corporation not for profit, by and under the provisions of Section 6495-6508 Compiled General Laws of Florida, 1927, Annotated.

ARTICLE I.

The name of this organization which shall, upon the approval of one of the judges of the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida, be a club not for profit, shall be

" MIAMI BEACH ROD & REEL CLUB".

ARTICLE II.

The place where this club shall be located shall be in the City of Miami Beach, Dade County, Florida.

ARTICLE III.

The general nature and object of this club shall be to promote the interest of rod and reel angling in this vicinity, and social intercourse and good fellowship among the members of the club.

ARTICLE IV.

This corporation shall have full power to buy, sell, lease, mortgage, or otherwise acquire, dispose of, or encumber real estate and personal property necessary and expedient to carry out said purposes and within the limitations as provided in this charter and the laws of the State of Florida.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

(a) The affairs of this corporation shall be controlled by a Board of Governors of nine (9) members. Provided, however, that all officers of this corporation shall be ex officio members of the Board of Governors.



(b) The term of office of the hereinafter named officers and Board of Governors shall be for one (1) year from January 1st, 1934, and all officers and members of the Board of Governors shall thereafter hold office for one (1) year, and until their successors have been duly elected and qualified.

(c) The first Board of Governors of this corporation shall be the following named persons, to-wit:

BENJAMIN E. FARRIER
 RAY H. ADAMS
 ROBERT E. McALLISTER
 DONALD L. MCCARTHY,
 MYRNICE L. BELL
 J. HARRISON McCREADY
 WILLIAM E. WATKINS
 HENRY A. POHL
 J. HARVSY ROBILIARD

The above named Board of Governors shall have full power to make and provide such by-laws, rules and regulations for this club as the said Board of Governors may deem wise or necessary for the proper functioning thereof.

(d) The officers of this corporation, acting under the direction of the Board of Governors shall manage its affairs.

(e) The method of electing officers and members of the Board of Governors, and of filling such vacancies as may occur due to expiration of terms, resignation, death or otherwise, shall be set forth in the by-laws of this corporation; persons privileged to participate in the voting for the election of officers and for members of the Board of Governors shall be set forth in the by-laws.

(f) The date for the election of Board of Governors and for the election of officers of this club shall be set forth in the by-laws.

(g) The Board of Governors shall select a suitable seal, which said seal shall be the official seal of this club, and said seal shall be used in every instance where the official name of this club and/or corporation is affixed to any document requiring same.

ARTICLE VII.

The names of the officers of this corporation, who are to manage the affairs of said club until the next election,

as provided by the by-laws and in this charter are as follows:

- BENJAMIN E. FARRIER, President,
- RAY H. ADAMS, First Vice-President,
- ROBERT E. McALLISTER, Second Vice-President,
- DONALD L. MCCARTHY, Secretary and Treasurer.

ARTICLE VIII.

The by-laws of this corporation, after January 1st, 1935, shall be made, altered, amended or rescinded by the members thereof at such times and under such terms and conditions as may be provided by the Board of Governors.

ARTICLE IX.

(a) The highest amount of indebtedness and liabilities to which this corporation may at any time subject itself shall be Twenty-five Thousand Dollars (\$25,000.00) conditioned, however, according to the Statutes of Florida governing same.

(b) The amount in value of the real estate which said corporation may hold shall not exceed One Hundred Thousand Dollars (\$100,000.00), subject, however, to the laws of the State of Florida governing same.

ARTICLE X.

QUALIFICATIONS OF MEMBERS AND MANNER OF THEIR ELECTION.

Membership in this club shall be opened to any person of the caucasian race, membership being subject, however, to such persons having first met such conditions as may be prescribed by the by-laws, rules and regulations pertaining to membership in this club; such member after qualifying as to said conditions shall be admitted with full standing and entitled to full membership in this club.

ARTICLE XI.

This charter, upon the approval of one of the Circuit Judges of the Eleventh Judicial Circuit in and for Dade County, Florida, shall be the charter of the MIAMI BEACH ROD & REEL CLUB.

IN TESTIMONY WHEREOF we have hereunto set our hands and seals this 14th day of May, A. D. 1934.

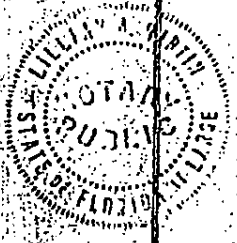
Ray F. Adams (SEAL)
Paul Adams (SEAL)
Robert E. Wallace (SEAL)
Donald L. McEachy (SEAL)
Wm. E. Watkins (SEAL)
W. L. Beech (SEAL)
Henry A. Pohl (SEAL)
J. Garrison McCreedy (SEAL)
Johnny P. Wilson (SEAL)

STATE OF FLORIDA)
 : SS
 COUNTY OF DADE)

Before me the undersigned authority, on this day personally appeared Ray F. Adams, whose name is subscribed to the foregoing charter and acknowledged before me that he executed the above and foregoing charter for the uses and purposes therein set forth and that it is intended in good faith to carry out the purposes and objects set forth therein.

WITNESS my hand and seal of office at Miami Beach, Dade County, Florida, this 14th day of May, A. D. 1954.

Lillian A. Martin
 Notary Public State of Florida at
 Large.
 My commission expires: Feb. 2nd, 1955



IN THE CIRCUIT COURT IN AND FOR THE ELEVENTH JUDICIAL CIRCUIT IN AND FOR DADE COUNTY, FLORIDA.

In the Matter of MIAMI BEACH ROD & REEL CLUB

ORDER APPROVING CHARTER.

BE IT REMEMBERED

That the foregoing Charter of MIAMI BEACH ROD & REEL CLUB having been presented to the Court and said Charter being found to be in the proper form and having an object as authorized by and under the provisions of Sections 6495-6508, Compiled General Laws of Florida, 1927 Annotated, and the same being in conformity with the Statutes of the State of Florida, and that same having been duly considered, it is therefore,

ORDERED, ADJUDGED AND DECREED that the said foregoing Charter be and the same is hereby approved to MIAMI BEACH ROD & REEL CLUB, a corporation not for profit, and said Charter is hereby granted to same by and under the above and foregoing provisions.

DONE AND ORDERED at the Dade County Courthouse Miami, Dade County, Florida, this the 21st day of May, A.D.1934.

[Signature] Judge.



State of Florida County of Dade, This instrument was filed for record the 21 day of May 1934, 10,549, M and duly recorded in Book 40 of Page 102 File No. 9740. E. B. LEATHERMAN, Clerk Circuit Court. [Signature]

STATE OF FLORIDA, COUNTY OF DADE I HEREBY CERTIFY that the foregoing is a true and correct copy original on file in this office. AD 70 HARVEY RUVIN, CLERK, of Circuit and County Courts. Deputy Clerk [Signature]