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Email Address: mjposner@warddamon.com

FLORIDA PROFIT/NON PROFIT CORPORATION
SOUTH FLORIDA CORVAIRS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF THE
SOUTH FLORIDA CORVAIRS, INC.

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Association shall be South Florida Corvairs, Inc. For convenience, the South Florida Corvairs, Inc. is hereinafter referred to as the "Association."

ARTICLE II
DURATION AND COMMENCEMENT

The duration of the Association shall be perpetual and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

ARTICLE III
PURPOSES, NATURE AND POWERS

The purpose for which the Association is organized and the general nature of the activities shall be:

- A. This is a non-stock, not for profit Association organized solely for the public interest of its members, pursuant to Florida Statutes, Chapter 617.
- B. This Association shall not engage in any activity for pecuniary profit.
- C. The Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the

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Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

D. The Association is organized to engage in activities as a private Association under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); including without limitation, to educate the public regarding the Chevrolet Corvair and to raise funds for the benefit of organizations issues that qualify under Section 501(c)(3) of the Internal Revenue Code, as well as other eligible charitable institutions that qualify under Section 501(c)(3) of the Internal Revenue Code.

E. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 provision of these articles, the Association shall not carry on any other activities not permitted to be carried on:

- (1) by an Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code); or
- (2) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

F. The Association will endeavor to distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The Association will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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H. The Association will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. The Association will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. The Association will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV
MEMBERSHIP AND ADMISSION

Membership and manner of admission of members of the Association shall be as set forth in the By-Laws of the Association.

ARTICLE V
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 1954, or other corresponding provision of any future United States Internal Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, Florida, or such other Circuit Court in which the principal office of the Association 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.

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ARTICLE VI
DIRECTORS

A. Number of Directors: The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) or more than nine (9) persons.

B. Election of Directors. Election of Directors of the Association shall be as set forth in the By-Laws of the Association. Notwithstanding the foregoing, the immediate past president of the Association shall automatically serve as Director for the year after the end of said past-president's term, unless said past-president has been removed from office.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Association are as follows:

Michael A. Necela
4420 Beacon Circle
West Palm Beach, Florida 33407

Edward Shannon
4420 Beacon Circle
West Palm Beach, Florida 33407

Rodger Dill
4420 Beacon Circle
West Palm Beach, Florida 33407

Chuck Hoppe
4420 Beacon Circle
West Palm Beach, Florida 33407

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FALL MIAMI SECTION

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**ARTICLE VII
OFFICERS**

A. Subject to overall supervision of the Board of Directors of the Association and to any special provisions of the By-Laws of the Association, the affairs of the Association are to be managed by the following officers (who will be elected at the annual meeting of the said Board of Directors to be held at such time as may be determined by the By-Laws):

1. President, one or more Vice Presidents; Secretary; and Treasurer. The office of Secretary and Treasurer may be held by one (1) person.

2. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Edward Shannon	President
Charles Hoppe	Vice President
Rodger Dill	Treasurer
Michael A. Necela	Secretary

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**ARTICLE VIII
BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

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**ARTICLE IX
INCORPORATOR**

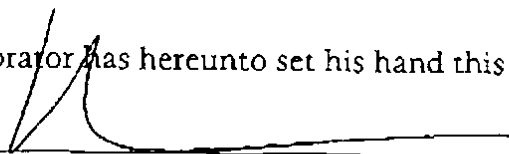
The name and address of the Incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Michael J Posner, Esq.	4420 Beacon Circle, Suite 100 West Palm Beach, Florida 33407

**ARTICLE X
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

The initial registered office of this Association shall be at 4420 Beacon Circle, West Palm Beach, Florida 33407 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ward Damon Business Services, LLC. The initial principal office of the Association shall be at 4420 Beacon Circle, West Palm Beach, Florida 33407.

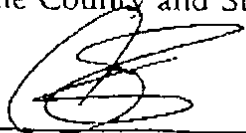
IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 6th day of August, 2019.



Michael J Posner, Incorporator

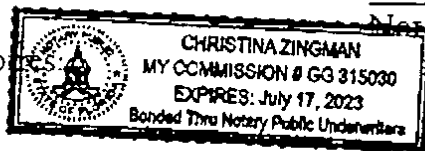
STATE OF FLORIDA; COUNTY OF PALM BEACH) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 6th day of August, 2019.



Notary Public, State of Florida at Large

My Commission Expires



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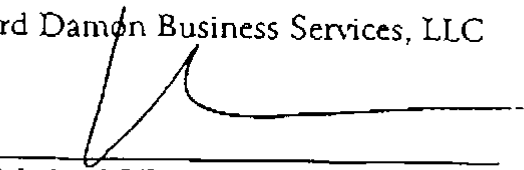
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

ACKNOWLEDGMENT:

Having been named to accept service of process for **South Florida Corvairs, Inc.**, at the initial registered office of the Association in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of §617.0503 Florida Statutes.

Date: August 6, 2019

Ward Damon Business Services, LLC

By: 
Michael J Posner, Manager

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