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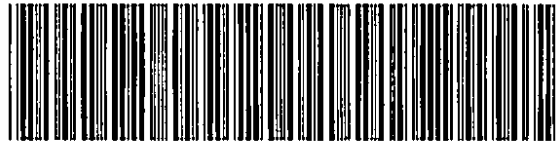
(Business Entity Name)

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Derrick Thompson

# COVER LETTER

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

**SUBJECT:** ROSEN AQUATIC AND FITNESS CENTER, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: FRANK A. SANTOS  
Name (Printed or typed)

4000 DESTINATION PARKWAY  
Address

ORLANDO, FL 32819  
City, State & Zip

(407)996-9840  
Daytime Telephone number

CZMUDA@ROSENHOTELS.COM  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION OF  
ROSEN AQUATIC & FITNESS CENTER, INC.**

ROSEN AQUATIC & FITNESS CENTER, INC., a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the Corporation is **ROSEN AQUATIC & FITNESS CENTER, INC.**

**ARTICLE II**  
**Principal Office and Mailing Address**

The principal office address of the Corporation is 4000 Destination Parkway, Orlando, Florida, 32819 and the mailing address of the Corporation is 4000 Destination Parkway, Orlando, Florida, 32819. The location of the principal office and mailing address shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

**ARTICLE III**  
**Purposes**

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the Corporation is organized for the purpose to accept, hold, invest, reinvest and administer gifts, bequests, devises, benefits of trusts (and be authorized to act as trustee where allowed by law) and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof exclusively for charitable, educational, scientific and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). This Corporation shall be devoted to providing and supporting the Rosen Aquatic & Fitness Center and all ancillary facilities owned and operated by the Corporation.

**ARTICLE IV**  
**Powers**

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however, (i) 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; and (ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 the purposes set forth in Article III hereof.

**ARTICLE V**  
**Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Act. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article V or to the federal, state or local government, for a public purpose.

**ARTICLE VI**  
**Term**

The term for which the Corporation shall exist shall be perpetual.

**ARTICLE VII**  
**Bylaws**

The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time. Upon proper notice the Bylaws may be amended, altered or rescinded as provided in the Bylaws at any regular meeting or any special meeting of the Board of Directors called for that purpose.

**ARTICLE VIII**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws. The initial Directors of the Corporation, who shall serve until they are replaced in accordance with the Bylaws, are as follows:

1. HARRIS ROSEN
2. FRANK A SANTOS
3. JAMES E. BINA

**ARTICLE IX**  
**Officers**

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

**ARTICLE X**  
**Registered Office and Agent**

The address of the Registered Office of the Corporation is 4000 Destination Parkway, Orlando, Florida 32819, and the Registered Agent at such address is Frank A. Santos.

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

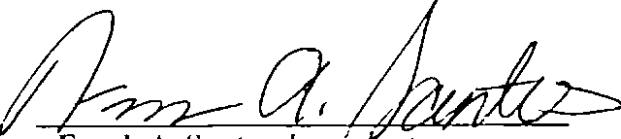
These Articles of Incorporation may be amended as provided in the Bylaws.

**ARTICLE XII**  
**Incorporator**

The name of the sole incorporator of the Corporation is Frank A. Santos. The street and mailing address of the sole incorporator of the Corporation is 4000 Destination Parkway, Orlando, Florida 32819.

*[Signature Page Follows.]*

The foregoing Articles of Incorporation were adopted effective July 9, 2020, by the undersigned incorporator in accordance with the requirements of the Act.



Frank A. Santos, Incorporator

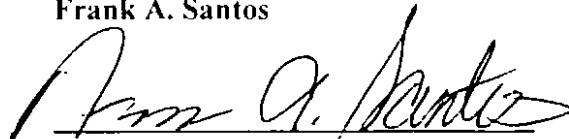
**ACCEPTANCE OF APPOINTMENT**  
**BY REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article X of the foregoing Articles of Incorporation of the **ROSEN AQUATIC & FITNESS CENTER, INC.** as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

**DATED**, this 9<sup>th</sup> day of July, 2020.

**REGISTERED AGENT:**

**Frank A. Santos**

  
Agent and Authorized Agent