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Wallace Morrison & Casteel

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December 17, 2012

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: THE DEZER MUSEUM COLLECTION, INC.

Dear Sir or Madam:

Enclosed are one original and two copies of the Articles of Incorporation of The Dezer Museum Collection, Inc. Also enclosed is our firm's check in the amount of \$70.00 to cover the filing fee.

Many thanks.

Sincerely,



Stephanie B. Casteel

SBC:mbr

Enclosures

**ARTICLES OF INCORPORATION
OF
THE DEZER MUSEUM COLLECTION, INC.**

ARTICLE I

The name of the corporation is THE DEZER MUSEUM COLLECTION, INC.

ARTICLE II

The principal street and mailing address of the Corporation is 18001 Collins Ave., 31st floor, Sunny Isles, Florida 33160.

ARTICLE III

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code") and for such related purposes as may be permitted to charitable, scientific and educational corporations which are organized under the Florida Not For Profit Corporation Act which are described in the aforesaid provision of the Code. Specifically, the Corporation shall operate a museum of collectible automobiles and other collectibles.

ARTICLE IV

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall exercise all of the powers of the Corporation, including the adoption and amendment of the Bylaws of the Corporation. The number, qualifications, term of office, and manner of selection of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE V

The name of the initial registered agent and the street address of the initial registered office of the Corporation are Warren J. Stamm, 18001 Collins Ave., 31st floor, Sunny Isles, Florida 33160.

ARTICLE VI

The name and address of the Incorporator are Stephanie B. Casteel, 1180 Peachtree Street NE, Suite 2010, Atlanta, Georgia 30309.

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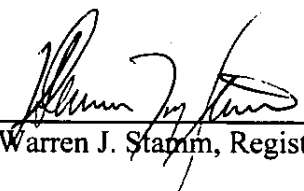
ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 the purposes set forth above. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code.

ARTICLE VIII

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, either directly or by transfer to such organization or organizations organized and operated exclusively for charitable, scientific and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of by the Board of Directors shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

Having been named as registered agent to accept service of process for the above 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.



Warren J. Stamm, Registered Agent

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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.



Stephanie B. Casteel, Incorporator

12/17/12

Date