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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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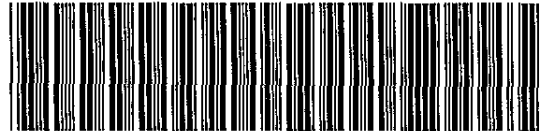
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KENNY NACHWALTER

ATTORNEYS AT LAW

THOMAS H. SEYMOUR
305.381.7473
ths@knsacs.com

1100 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-4327
TELEPHONE 305.373.1000
FACSIMILE 305.372.1861

July 21, 2003

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

Via Federal Express

Re: Bankers Club of Miami, Inc. – Not for Profit Organization

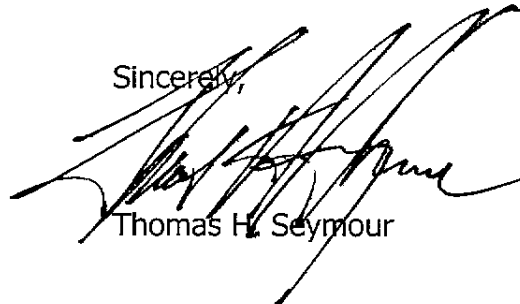
Dear Sir/Madam:

I enclose an original and one (1) copy of the Articles of Incorporation for the Bankers Club of Miami, Inc. I also enclose a check for \$78.75 which represents the fee for filing the Articles of Incorporation as well as for obtaining a certified copy of the Articles.

We have also enclosed a self-addressed, federal express envelope for return of the articles of incorporation to our office.

Should you have any questions, please contact me. Thank you for your assistance in this regard.

Sincerely,



Thomas H. Seymour

THS:mo
Enclosure

160236.1

TENNESSEE OFFICE

107 E. MAIN STREET, SUITE 301
ROGERSVILLE, TENNESSEE 37857-3640
TELEPHONE 423.272.5300
FACSIMILE 423.272.4961

TEXAS OFFICE

112 EAST PECAN STREET, SUITE 1510
SAN ANTONIO, TEXAS 78205-1512
TELEPHONE 210.475.9100
FACSIMILE 210.475.9919

WASHINGTON SATELLITE OFFICE

1201 PENNSYLVANIA AVENUE, N.W., SUITE 300
WASHINGTON, D.C. 20004-2436
TELEPHONE 202.661.4604
FACSIMILE 202.661.4699



DEPARTMENT OF FINANCIAL SERVICES

July 29, 2003

FILED
03 JUL 22 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Thomas H. Seymour
201 S. Biscayne Blvd.
Suite 1100
Miami, Florida 33131

Dear Mr. Seymour:

Re: Bankers Club of Miami, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Linda B. Charity
Deputy Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings
Division of Corporations, Secretary of State's Office

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03 JUL 22 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BANKERS CLUB OF MIAMI, INC.
Corporation Not For Profit

The undersigned incorporators to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be Bankers Club of Miami, Inc., a Corporation Not for Profit. It is to be located in the City of Miami, County of Miami-Dade, State of Florida. The corporation shall be empowered to do and perform all such acts and things as are now or hereafter allowed by the laws of the State of Florida with respect to not-for-profit corporations.

ARTICLE II

CORPORATE NATURE

This is a non-profit corporation formed pursuant to Section 617 of the Florida Statutes. The general nature of this corporation shall be the establishment and maintenance of a business social club for the benefit, amusement, recreation and entertainment of its members.

ARTICLE III

DURATION

The term of existence of the corporation shall be perpetual.

ARTICLE IV

INCORPORATORS

The names and addresses of the incorporators are as follows:

Edward R. Blumberg
100 N. Biscayne Blvd.
Suite 2802
Miami, FL 33132

William D. Pruitt
5301 Blue Lagoon Drive
Suite 700
Miami, FL 33126

Neal R. Sonnett
One Biscayne Tower
26th Floor
Miami, FL 33131

Michael Pappas
Sun Bank International Center
One S.E. Third Ave.
Miami, FL 33131

ARTICLE V

ADOPTION AND AMENDMENT OF BY-LAWS

The By-Laws of this corporation shall be adopted by the Initial Board of Directors and thereafter shall be subject to amendment, alteration, or rescission by the Board of Directors as provided in the By-Laws. Any provision of the By-Laws shall be subject to amendment, alteration, or rescission by a majority vote of all of the Founder Members, provided that at least seven (7) days' notice shall be given to all Founder Members of the proposed amendment, alteration or rescission to be considered at any annual or special meeting of the Founder Members.

ARTICLE VI

MEMBERSHIP

The membership of this corporation shall consist of Founder Members and such other classes of members as the Board of Directors may from time to time establish. All voting power shall be vested exclusively in the Founder Members, each of whom shall be entitled to one vote, in person or by proxy, at each meeting.

The number of Founder Members and other classes of members shall be established by the Board of Directors.

The corporation shall have no capital stock. Each Founder Member shall be issued a non-transferable certificate of ownership in the non-profit corporation herein named on such terms as established by the Board of Directors. Upon the death, resignation, expulsion, or removal of a Founder Member, it is required that any Founder Membership certificate issued to such Founder Member shall be surrendered to the Secretary of the Club within sixty (60) days from the date of such death, resignation, expulsion or removal by the Board of Directors. Should there be a failure to surrender the founder Membership certificate within the time herein set forth, such certificate shall be declared null and void; whereupon the Club shall so note on the stub of the certificate. The certificate shall have no redemption or monetary value.

Any person of good moral character shall be eligible for membership in this corporation and the manner and the terms of admission to membership shall be provided in the By-Laws.

The Board of Directors may from time to time establish certificate of ownership fees, initiation fees and annual dues to be paid by Founder Members and any other class of members.

Neither the Founder Members, The Board of Directors, the officers nor the incorporators of the corporation shall be liable for any debts or obligations of the corporation.

ARTICLE VII

INITIAL CORPORATE OFFICERS AND BOARD OF DIRECTORS

The names of the initial officers and the Board of Directors who are to manage all the affairs of the corporation until the first election under the By-Laws, are as follows:

President/Director/Chairman of the Board	Edward R. Blumberg
Vice-President/Director	Michael Pappas
Secretary/Director	Neal R. Sonnett
Treasurer/Director	William D. Pruitt

ARTICLE VIII

MANAGEMENT OF CORPORATION

The affairs of this corporation shall be managed by a Board of not more than twenty-five (25) Directors, and by a president, vice-president, secretary and treasurer. The manner of their election and the term for which they shall serve shall be as provided in the By-Laws.

The president, vice-president, secretary and treasurer shall be elected by the Board of Directors at their annual meeting which shall be held each year immediately

following the annual meeting of the Founder Members. All officers shall be members of the Board of Directors.

The corporation is one that does not permit monetary gain or profit. Net earnings shall not inure to the benefit of any Founder Members, member of the Board of Directors or officer of the corporation. The foregoing shall not, however, prohibit the corporation from reimbursing the members of the Board of Directors and officers of the corporation for expenses reasonably incurred in performing services for the corporation.

The duties of the officers shall be provided in the By-Laws.

ARTICLE IX

PRINCIPAL ADDRESS

The initial street address of this corporation in the State of Florida shall be: One Biscayne Tower, 2 South Biscayne Blvd., 14th Floor, Miami, Florida 33131.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify and hold harmless each person who serves as, or who shall have served as, an incorporator, officer or member of the Board of Directors of the corporation from and against any and all liability to which such person may become subject to the fullest extent of the law, including, but not limited to, by reason of such person being, or having been, an incorporator, officer or member of the Board of Directors or by reason of any act or omission committed or alleged to have been committed by such person in such capacity in connection with the formation and/or proceedings of the corporation. The corporation shall reimburse each such person for any

reasonable attorney's fees and costs as they are incurred in connection with defending any such claim and/or liability.

The foregoing provisions of this Article shall not, however, be applicable as to any officer or member of the Board of Directors to the extent that any claims or liability arose out of the willful misconduct of such person nor shall such provisions be applicable to the extent prohibited by Florida law.

ARTICLE XI

REGISTERED AGENT

The registered agent and the registered office for this corporation are:

Edward R. Blumberg
100 N. Biscayne Blvd.
Suite 2802
Miami, FL 33132

ARTICLE XII

CONSTRUCTION

Whenever the masculine singular form of the pronoun is used in these By-Laws, it shall be construed to mean the masculine, feminine or neuter, singular or plural, whenever the context so requires.

Should any of the covenants therein imposed be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation.

SIGNATURES BY INCORPORATORS


Edward R. Blumberg

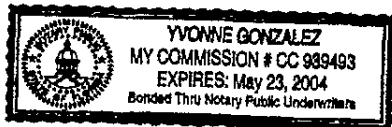
STATE OF FLORIDA
COUNTY OF DADE

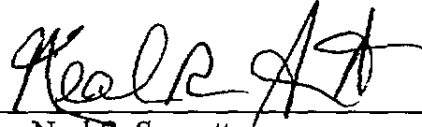
I HEREBY CERTIFY that on this day personally appeared Edward R. Blumberg, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the incorporator(s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 16th day of July, 2003.


NOTARY PUBLIC, State of Florida

My Commission Expires:





Neal R. Sonnett

STATE OF FLORIDA
COUNTY OF DADE

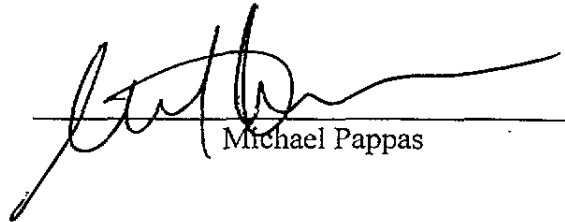
I HEREBY CERTIFY that on this day personally appeared Neal R. Sonnett, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the incorporator(s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 17 day of July, 2003.


NOTARY PUBLIC, State of Florida

My Commission Expires:




Michael Pappas

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared Michael Pappas, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the incorporator(s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 17 day of July, 2003.




NOTARY PUBLIC, State of Florida

My Commission Expires:

William D. Pruitt

William D. Pruitt

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared William D. Pruitt, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the incorporator(s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 15 day of July, 2003.

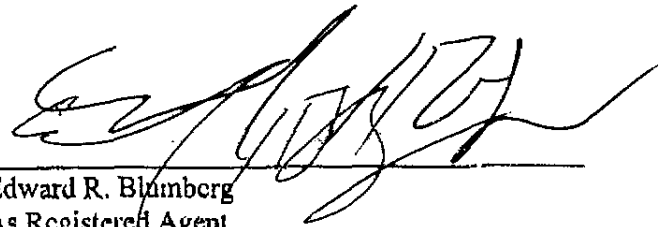
Alexis Berenz
NOTARY PUBLIC, State of Florida

My Commission Expires:

ALEXIS BERENZ
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC960542
EXPIRES 8/13/2004
BONDED THRU ASA 1-888-NOTARY1

ACKNOWLEDGMENT BY RESIDENT AGENT

Having been named to accept Service of Process for the above-stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Edward R. Blumberg
As Registered Agent

160394.2

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03 JUL 22 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA