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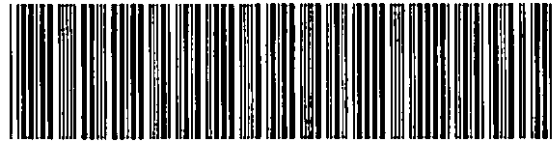
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W1800042303

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T. SCOTT



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2018 MAY -4 PM 4:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2018 MAY 15 PM 4:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 14, 2018

SOUTH FLORIDA CFPNCG HOST COMMITTEE, LLC
14360 N.W. 77TH COURT
MIAMI LAKES, FL 33016

SUBJECT: SOUTH FLORIDA CFPNCG HOST COMMITTEE, LLC
Ref. Number: W18000042303

We have received your document for SOUTH FLORIDA CFPNCG HOST COMMITTEE, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Remove not for profit everywhere from document and list stature 605.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 218A00009879



DEVINE GOODMAN
RASCO & WATTS-FITZGERALD, LLP

April 27, 2018

2800 PONCE DE LEON BOULEVARD
SUITE 1400
CORAL GABLES, FLORIDA 33134
P 305 374 8200
F 305 374 8208
WWW.DEVINEGOODMAN.COM

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Articles of Dissolution for South Florida CFPNCG Host Committee, Inc. and
Articles of Organization for South Florida CFPNCG Host Committee, LLC**

Gentlemen and Ladies:

Enclosed please find (i) the executed Articles of Dissolution for South Florida CFPNCG Host Committee, Inc. and a check payable to the Florida Department of State in the amount of \$35.00; (ii) the executed Articles of Organization for South Florida CFPNCG Host Committee, LLC for filing and a check payable to the Florida Department of State in the amount of \$125.00; (iii) the Affidavit in accordance with Section 617.1405(4) of the Florida Not For Profit Corporation Act (the "Act"), which permits the dissolving corporation to allow the immediate assumption of its name by submission of an Affidavit to such effect, which authorizes the immediate assumption of its name by South Florida CFPNCG Host Committee, LLC; and (iv) one exact or conformed copy of each of the foregoing pursuant to Section 617.01201 of the Act.

If you have any questions, please feel free to call me. Thank you for your assistance in this matter.

Sincerely

A handwritten signature in black ink, appearing to read 'Abigail C. Watts-FitzGerald', with a large, stylized loop at the beginning.

Abigail C. Watts-FitzGerald, Esq.

Encs.

ARTICLES OF ORGANIZATION
OF
SOUTH FLORIDA CFPNCG HOST COMMITTEE, LLC

ARTICLE I
NAME

The name of this limited liability company formed under the Florida Revised Limited Liability Company Act shall be South Florida CFPNCG Host Committee, LLC (hereinafter called the "Company").

ARTICLE II
STREET ADDRESS AND MAILING ADDRESS

The street address and mailing address of the principal office of the Company is 14360 N.W. 77th Court, Miami Lakes, Florida 33016.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is c/o Abigail C. Watts-FitzGerald, Devine Goodman Rasco & Watts-FitzGerald, LLP, 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, Florida 33134; and the name of the Company's initial registered agent at that address is Abigail C. Watts-FitzGerald.

ARTICLE IV
MEMBERSHIP

The Company shall have one (1) member with the rights set forth in its Operating Agreement. Additional members may be admitted to the Company only in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE V
MANAGER-MANAGED

The affairs of this Company shall be managed by a Board of Managers. The number of managers shall initially be four (4). The number of members of the Board of Managers may be increased or decreased from time to time in accordance with the Operating Agreement of the Company, but shall never be less than three (3). The manner of election of members of the Board of Managers shall be regulated by the Operating Agreement of the Company. The names and addresses of the initial Board of Managers is as follows:

Michael B. Chavies

Adolfo Henriques

2018 MAY -4 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

14360 N.W. 77th Court
Miami Lakes, Florida 33016

Penny Shaffer
14360 N.W. 77th Court
Miami Lakes, Florida 33016

14360 N.W. 77th Court
Miami Lakes, Florida 33016

Brian May
14360 N.W. 77th Court
Miami Lakes, Florida 33016

ARTICLE VI - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE VII - EFFECTIVE DATE

The effective date of these Articles of Organization shall be at 12:01 a.m. on May 1, 2018.

ARTICLE VIII **PURPOSE**

This Company is a not-for-profit limited liability company organized and shall be operated exclusively for educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Company is organized and shall be operated exclusively to carry out the following purposes:

- (a) To operate for purposes beneficial to the community as a whole and the promotion of the social welfare of the State of Florida, including, without limitation, to sponsor, organize, sponsor, produce, promote and/or participate in festivals, expositions, athletic contests and other similar or allied projects so that the residents of and visitors to the community shall become acquainted with, attracted to and interested in the climatic, recreational, commercial, agricultural, social, educational and economic resources of the area;
- (b) To accept, hold, administer, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any persons, corporations or other entities, or earned by it in its activities; and
- (c) To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for a company formed under Section 501(c)(3) of the Code.

ARTICLE IX **DISSOLUTION**

Upon the dissolution or winding up of this Company, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Company, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt

status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Managers.

ARTICLE X **LIMITATIONS**

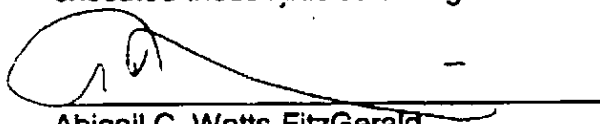
(a) No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, its members of the Board of Managers, officers or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its charitable purposes, and no member of the Board of Managers or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Company.

(b) No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

(c) The Company shall not participate or intervene in (including, without limitation, the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Organization, the Company shall not carry on any activities not permitted to be carried on (i) by a corporation or limited liability company exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned duly authorized representative has executed these Articles of Organization on this 27th day of April, 2018.


Abigail C. Watts-FitzGerald
Authorized Representative

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH:

That, South Florida CFPNCG Host Committee, LLC, a Florida nonprofit limited liability company, desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald located at c/o Devine Goodman Rasco Watts-FitzGerald & Wells, P.A., 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 605.0113, Florida Statutes.

Dated this 27th day of April, 2018.



Abigail C. Watts-FitzGerald
Registered Agent