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TRANSMITTAL LETTER

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00 AUG 24 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

100003371731-4
-08/24/00--01057--006
*****78.75 *****78.75

SUBJECT: Clubhouse Managers Association, 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: Karen A. Alley
Name (Printed or typed)

2400 Victoria Point
Address

West Palm Beach, FL 33411
City, State & Zip

(561) 792-8288
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION
OF
CLUBHOUSE MANAGERS ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Clubhouse Managers Association, Inc.
2400 Victoria Point - West Palm Beach, FL 33411

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to:

- (1) Provide a resource network and professional support to community lifestyle specialists.
- (2) Act as a reference media, addressing challenges common to lifestyle specialists.
- (3) Use its human resources to aid clubhouse managers, social and activity directors to reach the goals set by them and their community.

ARTICLE IV

The corporation is organized under a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, and different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 2400 Victoria Point, City of West Palm Beach, County of Palm Beach, State of Florida (33411). The name of its initial registered agent at such address is Karen A. Alley.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on June 12, 2001 at 6:00 p.m. at The Island Club at Andros Isle, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 6:00 p.m. the second Tuesday in June of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

- ☒ Karen A. Alley - 428 Akron Avenue, B-1, Stuart, FL 34994
- ☐ Laura Matijak - 9500 S. Ocean Drive, #1802, Jensen Beach, FL 34957
- ☒ Kathy Cruz - 3000 Presidential Way #507, West Palm Beach, FL 33401

ARTICLE VII

The name and address of each incorporator are:


Karen A. Alley - 428 Akron Avenue, B-1, Stuart, FL 34994


Laura Matijak - 9500 S. Ocean Drive, #1802, Jensen Beach, FL 34957

ARTICLE VIII

The board of directors shall elect the following officers: President; Vice President; Secretary/Treasurer; and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers: Laura Matijak, President - 9500 S. Ocean Drive #1802, Jensen Beach, FL 34957; Kathy Cruz, Vice President - 3000 Presidential Way #507, West Palm Beach, FL 33401; and Karen Alley, Secretary/Treasurer - 428 Akron Avenue B-1, Stuart, Florida 34994.

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefore in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to resource purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and

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operated exclusively for resource purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit resource corporation under the Laws of Florida, have executed these articles of incorporation on the ____ day of August, 2000.

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

Karen A. Alley
Signature/Registered Agent

Aug. 21, 2000
Date

Karen A. Alley
Signature/Incorporator

Aug. 21, 2000
Date

Diana M. Stigot
Signature/Incorporator

August 21, 2000
Date