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Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**CLUB RECOVERY, INC.**

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| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION  
OF  
CLUB RECOVERY, INC.**

**(a Florida not for profit corporation)**

The undersigned acting as incorporator of a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is Club Recovery, Inc. The principal office and mailing address of the corporation shall initially be located at 2530 Maniki Drive, West Palm Beach, FL 33407.

**SECOND:** The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include, but shall not be limited to:

- (a) Provide and maintain a facility for group meetings of other community organizations and clubs and for community functions and social and recreational activities;
- (b) Reduce demand for illegal drugs and the illegal use of alcohol and other addictive substances by organizing and promoting mentorship programs among recovering addicts;
- (c) Provide information to the community and its youth on safe-sex practices; and
- (d) Support drug-use prevention and other anti-drug policies and programs.

**THIRD:** Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

- (a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.
- (b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.
- (c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) directors. Each director shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

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(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the directors. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

(i) The corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the members of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of

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Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

FOURTH: The street address of the initial registered office of the corporation is 2530 Maniki Drive, West Palm Beach, Florida, 33407 and the name of its initial registered agent at such address is George H. Whitaker.

FIFTH: The names and addresses of the persons who are to serve as the initial directors until the first annual election of directors pursuant to the by-laws of the corporation are:

Elbert L. Beal  
1518 2. 20<sup>th</sup> Street, Apt. #4  
Riviera Beach, FL 33404

George A. Lyles  
512 W. Ashley Lakes Drive, #724  
Boynton Beach, FL 33437

Debra Haggans  
1325 30<sup>th</sup> Street  
Riviera Beach, FL 33404

SIXTH: The names and addresses of the incorporators to these Articles of Incorporation are:

George H. Whitaker  
2530 Maniki Drive  
West Palm Beach, FL 33407

Lisette Whitaker  
2530 Maniki Drive  
West Palm Beach, FL 33407

IN WITNESS WHEREOF, the undersigned have hereunto set their hands on this \_\_\_\_ day of June 29, 2001.

  
George H. Whitaker

  
Lisette Whitaker

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the corporation is: **CLUB RECOVERY, INC.**
2. The name and address of the registered agent and office of the corporation is:

George H. Whitaker  
2530 Maniki Drive  
West Palm Beach, FL 33407

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
George H. Whitaker, Registered Agent

Date: June 27, 2001

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