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FLORIDA NON-PROFIT CORPORATION

RUNNER'S HIGH RACING CLUB, INC.

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ARTICLES OF INCORPORATION

OF

RUNNER'S HIGH RACING CLUB, INC.

The undersigned acting as incorporator of a corporation, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

RUNNER'S HIGH RACING CLUB, INC.

ARTICLE II

The Principal business and the mailing address of the corporation shall be:

8720 No Kendall Drive, Suite 206, Miami, FL

ARTICLE III

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

1. To provide a recreational club for members of the community for purposes of promoting running, fitness walking and other related activities.
2. To promote racing events.
3. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

Prepared by:
David A. Rosenblatt, Esq.
9190 Sunset Drive, Miami, FL 33173
Ph: 305-595-3111
Fla. Bar no. 253758

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4. To engage in any kind of activity, and to enter into, preform and carry out contract of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
5. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any private individual (except that reasonable compensation affecting one or more of its purposes), and no Director or Officer of the corporation, or in any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
6. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulation issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
7. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of corporation, disposes of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operation exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Direction shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

organizations, as said script shall determine, which are organized and operated exclusively for such purpose.

8. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which the directors are elected or appointed shall be:

Stated in the By-Laws of the corporation.

ARTICLE V

The name of street address of the initial registered agent shall be:

BRUCE WILK, PRESIDENT
8720 No Kendall Drive, Suite 206
MIAMI, FLORIDA 33176

ARTICLE VI

The name and street address of the incorporator to these Articles of Incorporation are:

BRUCE WILK, PRESIDENT
8720 No Kendall Drive, Suite 206
MIAMI, FLORIDA 33176

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

BRUCE WILK, PRESIDENT 8720 N. Kendall Drive, Suite 206
Miami, Florida 33176

BYRON KIBORT, SECRETARY/TREASURER 8720 N. Kendall Drive, Suite 206
and DIRECTOR Miami, Florida 33176

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of six (6) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

BRUCE WILK, PRESIDENT	8720 No Kendall Drive Suite 206 Miami, Florida 33176
BYRON KIBORT, SECRETARY/TREASURER	10006 SW 77 th Court Miami, Florida 33156
LESLIE ADLER	8140 SW 151 Street Miami, FL 33158
VALERIE DEVILLE	10120 SW 55 th Avenue Miami, FL 33156
BARBARA PEREZ	8214 SW 81 st Court Miami, FL 33143
DEBBIE DISPARANO	8951 SW 149 th Place Miami, FL 33196

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least 10 days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitle to membership, the officer of this corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance provided that said

By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

The By-Laws of the corporation may be amended by a majority vote of the Board of Directors at a meeting called especially for that purpose, after first giving at least 10 days written notice of said meeting.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed the foregoing Articles of Incorporation this 16 day of July, 2001.


Bruce Wilk

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**CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT**

Pursuant to the provision of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating as Registered Agent of Runner's High Racing Club, with its Registered office located at 8720 No Kendall Drive, Suite 206, Miami, Florida 33176 in the State of Florida and agree to serve as its agent to accept service of process within the State at its Registered Office.



Bruce Wilk, President

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