

## TRANSMITTAL LETTER

# No10000005326

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

SUBJECT: THE MIAMI TOUCHDOWN CLUB, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of Reinstatement/Reincorporation and a check for :

*\$630.00*

**FEES:**

Filing Fee	\$35.00	
Registered Agent	\$35.00	500004467795--8
Annual Reports for 1993 through present year	\$61.25 per calendar year	-07/10/01--01015--023
		****630.00

**OPTIONAL:**

Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)  
Certificate of Status \$8.75

FROM:

*Norman F. Solomon*  
NORMAN F. SOLOMON

Name (Printed or typed)

1720 N.E. 79 Street Causeway  
Suite 111

Address

North Bay Village, FL 33141-4222

City, State &amp; Zip

305-865-2490

Daytime Telephone number

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER JUL 27 2001  
W01-15816



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 10, 2001

NORMAN F SOLOMON  
1720 NE 79TH ST CAUSEWAY, SUITE 111  
N BAY VILLAGE, FL 33141-4222

SUBJECT: THE MIAMI TOUCHDOWN CLUB, INC.  
Ref. Number: W01000015816

Your Certificate of Reincorporation must be prepared pursuant to Chapter 617.0202 F.S.

The name must have a corporate suffix.

I will retain your document that I have along with your fees of \$630.00 until we receive your correct Certificate of Reincorporation.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register  
Corporate Specialist Supervisor  
New Filings Section

Letter Number: 201A00040719

**Offices of Norman F. Solomon**

1720 N.E. 79<sup>th</sup> Street Causeway, Suite 111

North Bay Village, Florida 33141-4222

Telephone: 305-865-2490

Facsimile: 305-865-2755

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July 12, 2001

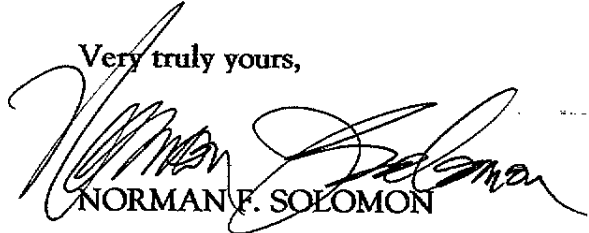
Ms. Beth Register  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: The Miami Touchdown Club, Inc.

Dear Ms. Register:

Enclosed is a revised Re-incorporation document in duplicate. If this meets with the approval of the Department of State, please furnish us with one certified copy and a Certificate of good standing. Please also return the original tendered Reincorporation document.

Very truly yours,



NORMAN F. SOLOMON

NFS:nm  
Enclosures

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF  
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT  
CORPORATION**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. THE MIAMI TOUCHDOWN CLUB, INC.  
Name of corporation exactly as it appears in legislative or judicial charter.

2. 3785 N.W. 82 Avenue, Suite 111, Miami, Florida 33166  
Street address of the principal office of the corporation.  
(This address will be used for the mailing of corporation annual reports)

3. July 27, 1959  
Date of legislative or judicial incorporation

4. FEI Number 59 - 2365377 ☐ FEI Number applied for  
☐ FEI Number not required

5. Name, address and title of current officers and/or directors:  
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
Pres.	Fred Diamond	6175 N.W. 153 St., #309	Miami Lakes, FL 33014
1st VP	Herman Irizarry	10801 S.W. 142 Avenue	Miami, FL 33186
2nd VP	Joseph Munroe	9320 S.W. 102 Court	Miami, FL 33176
Treas.	John R. Steinbauer	9500 S.W. 73 Avenue	Miami, FL 33156
Sec.	Cornelius McDermott	14210 Alamanda Avenue	Miami Lakes, FL 33014

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

  
Authorized Signature

Fred Diamond, President

Name and capacity of person signing application  
(see S. 617.10201(6))

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CHARTER

OF

THE MIAMI TOUCHDOWN CLUB

We, the undersigned subscribers, hereby associate ourselves together for the purpose of forming a corporation not for profit under the Laws and Statutes of the State of Florida, under and by virtue of the following Charter:

ARTICLE I

The name of this non profit corporation shall be The Miami Touchdown Club, and said nonprofit corporation shall be located in and have its principal office in the City of Miami, County of Dade and State of Florida.

ARTICLE II

The general nature of the objects of this nonprofit corporation shall be:

- (A) To conduct such nonprofit corporation for the better physical and moral welfare of the members thereof; to enable the members to gather together for mutual benefit and enjoyment into a civic and social group and to promote activities of a social and recreational nature.
- (B) To promote and encourage all kinds of field and athletic sports; to promote and encourage the sport, pleasure, exercise and recreation of its members, to promote sociability and friendship among its members, to manage and conduct entertainment, excursions and social meetings of its members.

(C) To promote and conduct athletic contests and exhibitions of every kind and description for the mutual benefit and enjoyment of the members, the community and public, and specifically for the development of sportsmanship, athletic abilities among the children and adults of the community.

(D) To promote fellowship and extend acquaintanceship by means of social gatherings and lectures. To promote social intercourse among the members by means of dances, dinners, musicals, athletic contests and other kindred forms of entertainment. To engage generally in any causes or objects similar to the above mentioned in order to promote the cultural, social, physical and mental welfare of the members and of the members' families.

(E) To relieve the poor, heal the sick and aid the distressed and helpless and receive and distribute donations, supplies, provisions and money for the foregoing charitable purposes. To educate for the purpose of community benefit the members, their families and others in athletic endeavors, teaching the values of sportsmanship, physical fitness and good character development.

(F) To conduct classes and operate schools in furtherance of the foregoing charitable and educational purposes.

(G) To foster athletics and sports of all kinds and description, amateur and professional, throughout the world.

(H) To own, lease, rent, occupy and possess land and personal property and otherwise transact business throughout the State of Florida incidental to the foregoing.

ARTICLE III

Any male individual over the age of Eighteen (18) years is eligible for membership in this nonprofit corporation provided that he be of good moral character and interested in and dedicated to the objectives of this corporation. The manner of admittance shall be prescribed by the bylaws of the corporation. The bylaws may provide for the division of the membership in classes or groups.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers to this Charter are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
Steve J. Russell	501 Deer Run - Miami Springs Fla
Louis T. Garrard	601 Allambie Creek
James E. Brown	Panama Beach
Robert L. High	570 NE 158th St. N. P. Bk.
Charles J. Haggard	641 NE 30th Terra Miami
George S. Webb	9361 Hutton Dr, Coconut Cr.
James H. Kinnick	1430 SW 8th Ave, Miami
W. L. Lewis	19120 76th St. NW, Miami
Malcolm F. Brown	411 NW 147 St.
Edward W. Long	7820 SW 33rd Ave, Miami
M. D. Tuttle	Delton Road, Miami Beach

Richard S. Panning 1121 Miami Ave. N. W. 11th St.  
 C. Jackson Bessie 1340 Mendham Ave. C. 6th  
 Dr. David F. Tracy 1314 N. E. 105th St.  
 Hugh A. Clark 32 Salamanca Apt #1 Coral Gables Fla.  
 R. A. Pielson 14420 NW 16 Ave. Miami Fla.  
 222 NE 101 St Miami Fla.  
 William Allenberg Memorial Hotel Miami  
 Louis Baida 977 NE 2nd Ave Miami  
 (Miami (Miles) Callahan 840 Ave C. 6th Coral Gables  
 J. Roy Jensen 6616 NW 27th St Miami  
 E. F. King 750 Coronado Ave Coral Gables  
 1430 S W. 12 Ave Miami, Fla.  
 1335 Lincoln Rd. Miami, Fla.  
 2550 Trapp Ave Miami, Fla.  
 David L. Hughes 7801 Buena Vista Coral Gables  
 M. B. Babcock 274 NW 93rd St Miami, Fla.  
 E. J. Foster 5505 78th St " "  
 George O. Swann 548 NE 65th St " "  
 Stephen H. Kowalsky Everglades Hotel " "  
 Leo H. Salley Palmer Park Bldg " "  
 Clarence W. Walling 543 Hunting Lodge Dr Miami Sp. Fla.  
 Sidney Weaver 9325 NW 19 St Miami, Fla.  
 John R. Johnson 7200 Coronado Lane North Miami, Fla.  
 David C. Edridge 6518 SW 32 St Miami, Fla.  
 A. D. Walker 785 NE 17 St

J. H. Long - Miami  
 Emel E. Shute Sr. 249 Lafayette Ave Miami Sp  
 J. M. Laigh 1400 NW 31 St Miami Fla  
 E. M. Sullivan 4411 N.W. 9 Ave.  
 James T. Irvine Douglas Bldg  
 Carl E. Thery " "  
 Geo. Nood 3211 NW 7th Ave  
 William M. Butler Jr 827 Seybold Bldg  
 Wm. K. Dwyer 12361 N. Miami Ave  
 Raymond Redigo 915 Altara Ave C.G.  
 J. J. L. L. 77 NE 98th St  
 John R. Ryan 6717 Tarrega St. C. Gable  
 Ann. Bruce 7845 S.W. 19th St  
 Allen "Dinky" Brown 25 NE 2nd St  
 T. B. Roberts Jr 234 Biscayne Blvd  
 Elmer Lums 745 NW 54th St  
 Ben B. Brown 6810 TOROERA ST CG  
 George C. Maynard 237 Twanya Ave CG  
 R. J. Smith 348 NE 91st St. Miami House  
 Marshall Pearson 1131 Alabama, Coral Gables  
 R. M. Dick "Duff" 18810 NW 11 Ave Miami, Fla  
 Dick Linder Miami Fla

Cal Rogers

Thomas E. McElh

Jack Erich

John A. Erich

Lady Henry

George W. Willey

Stephen B. Connelly

Richard B. Adams

Charles T. George

1110 Bay Road, Miami Beach

Miami Beach First Natl Bank

1815 NE 123rd St. of Potter Club

458 Pan American Bank Bldg.  
319 E 23rd Street

Pan American Bank Bldg

Everglades Hotel

511 Biscayne Bldg

531 San Juan Dr., Coral Gables, Fla

ARTICLE VI

The affairs of this corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer, together with such other officers or boards as shall be designated in the bylaws of this corporation. The officers shall be elected annually by the members of the corporation in a manner prescribed in the bylaws of the corporation.

ARTICLE VII

The following officers shall manage the affairs of the corporation until the first election:

PRESIDENT	STACY ROWELL
VICE PRESIDENT	LOUIS GERRARD
SECRETARY	WILLIAM G. THORPE
TREASURER	JAMES L. BOLGER

ARTICLE VIII

The bylaws of this corporation shall be made by the members of this corporation and may only be adopted, altered, rescinded or amended in whole or in part by a majority affirmative vote of those members present at any regular meeting or any special meeting where such action has been announced in the call and notice of said meeting.

ARTICLE IX

The highest amount of indebtedness or liability to which this nonprofit corporation may at any time subject itself shall be ONE HUNDRED THOUSAND AND NO/100 (\$100,000.00) DOLLARS, provided, however, that such indebtedness shall never exceed one-half of the value of the property of the nonprofit corporation, and provided further that no member, officer or board member of this nonprofit corporation shall incur obligations or

solicit funds in any way in the name of this nonprofit corporation without the consent of the Board of Governors to be established and officers first secured and had; the individual members of this nonprofit corporation shall never be liable for its corporation debts or other obligations.

ARTICLE X

The amount of real estate which said nonprofit corporation may hold shall not exceed TWO HUNDRED FIFTY THOUSAND AND NO/100 (\$250,000.00) DOLLARS subject always to the approval of a Circuit Judge of the Eleventh Judicial Circuit, in and for Dade County, Florida.

ARTICLE XI

All provisions of this Charter may be amended by resolution as provided in the bylaws of this nonprofit corporation, which amendment upon the approval by a Circuit Judge and recorded in the office of the Clerk of the Circuit Court, in and for Dade County, Florida, shall become and be taken as part of this original Charter.

STATE OF FLORIDA }  
COUNTY OF DADE }

On this day personally appeared before me, the undersigned authority, STACY ROWELL, who being by me duly sworn, deposes and says: That he is one of the subscribers to the above and foregoing Charter of THE MIAMI TOUCHDOWN CLUB, and acknowledged the same, and that it is intended in good faith to carry out the purposes and objects set forth therein, and that he subscribed to said Charter for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27 day of July, A.D. 1959.



*Marion P. Palmer*  
Notary Public State of Florida

My Commission Expires:

Notary Public, State of Florida at Large  
My Commission Expires July 15, 1961  
Bonded by American Surety Co. of N.Y.

1728-167

IN THE CIRCUIT COURT OF THE 11TH  
JUDICIAL CIRCUIT IN AND FOR DADE  
COUNTY, FLORIDA

IN RE: a corporation not for profit.

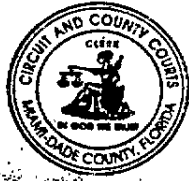
The foregoing proposed Charter of THE MIAMI TOUCHDOWN CLUB, a corporation not for profit, having been presented to the undersigned Circuit Judge by Richard B. Adams and Charles K. George, of the firm of Brown, Dean, Adams and Fischer, as attorneys for said nonprofit corporation, and having been found to be in proper form and an object authorized by Chapter 617 of Florida Statutes of 1957, it is thereupon,

ORDERED, ADJUDGED AND DECREED that said nonprofit corporation Charter is hereby approved, and that upon the recordation of said Charter, together with the Order of Approval thereof, in the office of the Clerk of the Circuit Court, the subscribers and their associates and successors shall be a corporation, not for profit, by the name of THE MIAMI TOUCHDOWN CLUB.

DONE AND ORDERED in Chambers at Miami, Dade County, Florida, this 27 day of July, A.D. 1959.

Ray Cannon  
Circuit Judge

STATE OF FLORIDA, COUNTY OF DADE  
I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office. 6-20 AD 20 01  
HARVEY RUVIN, CLERK, of Circuit and County Courts  
Deputy Clerk Harvey Ruvins



State of Florida, County of Dade  
This instrument was filed for record the 4 day of Nov  
1959 at 4:23 PM and duly recorded in OFFICIAL RECORDS  
Book 1728 on Page 159 File # 590-20-2335  
K. B. LEATHERMAN  
Clerk Circuit Court  
Ray Cannon

## CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation.

### ARTICLE I

The name of the corporation shall be:

**THE MIAMI TOUCHDOWN CLUB, INC.**

### ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

3785 N.W. 82<sup>nd</sup> Avenue, Suite 111  
Miami, Florida 33166

### ARTICLE III

The general nature of the objects of this nonprofit corporation shall be:

(A) To conduct such nonprofit corporation for the better physical and moral welfare of the members thereof; to enable the members to gather together for mutual benefit and enjoyment into a civic and social group and to promote activities of a social and recreational nature.

(B) To promote and encourage all kinds of field and athletic sports; to promote and encourage the sport, pleasure, exercise and recreation of its members, to promote sociability and friendship among its members, to manage and conduct entertainment, excursions and social meetings of its members.

(C) To promote and conduct athletic contests and exhibitions of every kind and description for the mutual benefit and enjoyment of the members, the community and public, and specifically for the development of sportsmanship, athletic abilities among the children and adults of the community.

(D) To promote fellowship and extend acquaintanceship by means of social gatherings and lectures. To promote social intercourse among the members by means of dances, dinners, musicals, athletic contests and other kindred forms of entertainment. To engage generally in any causes or objects similar to the above mentioned in order to promote the cultural, social, physical and mental welfare of the members and of the members' families.

(E) To relieve the poor, heal the sick and aid the distressed and helpless and receive and distribute donations, supplies, provisions and money for the foregoing charitable purposes. To educate for the purpose of community benefit the members, their

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families and others in athletic endeavors, teaching the values of sportsmanship, physical fitness and good character development.

(F) To conduct classes and operate schools in furtherance of the foregoing charitable and educational purposes.

(G) To foster athletics and sports of all kinds and description, amateur and professional, throughout the world.

(H) To own, lease, rent, occupy and possess land and personal property and otherwise transact business throughout the State of Florida incidental to the foregoing.

#### ARTICLE IV – MANNER OF ELECTION

The manner in which the directors and officers are elected or appointed:

The affair of this corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer, together with such other officers or boards as shall be designated in the bylaws of this corporation. The officers shall be elected annually by the members of the corporation in a manner prescribed in the bylaws of the corporation.

#### ARTICLE V – MEMBERSHIP

Any male individual over the age of Eighteen (18) years is eligible for membership in this nonprofit corporation provided that he be of good moral character and interested in and dedicated to the objectives of this corporation. The manner of admittance shall be prescribed by the bylaws of the corporation. The bylaws may provide for the division of the membership in classes or groups.

#### ARTICLE VI – PERPETUAL EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VII – BYLAWS

The bylaws of this corporation shall be made by the members of the corporation and may only be adopted, altered, rescinded or amended in whole or in part by a majority of affirmative vote of those members present at any regular meeting or any special meeting where such action has been announced in the call and notice of said meeting.

#### ARTICLE VIII - AMENDMENTS

All provisions of this Certificate of Reincorporation may be amended by resolution as provided in the bylaws of this nonprofit corporation, which amendment upon the approval of the resolution by The Board of Directors, shall become and be taken as part of this original Certificate of Reincorporation.

**ARTICLE IX – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

John R. Steinbauer  
3785 N.W. 82 Avenue, Suite 111  
Miami, Florida 33166

**ARTICLE X – INCORPORATOR**

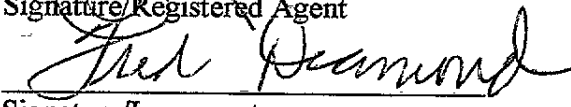
The name and address of the Incorporator is:

Fred Diamond  
6275 N.W. 153 Street, Suite 309  
Miami Lakes, Florida 33014

*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.*

  
\_\_\_\_\_  
Signature/Registered Agent

7/24/2001  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

7/24/2001  
\_\_\_\_\_  
Date

STATE OF FLORIDA )

) s.s.

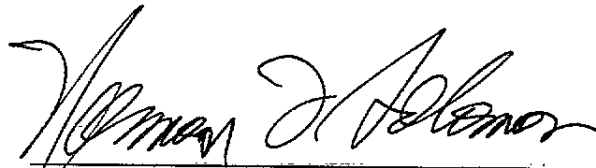
COUNTY OF MIAMI-DADE )

On this day personally appeared before me, the undersigned authority, John R. Steinbauer, who being by me duly sworn, deposes and says that he is the Registered Agent of the above and foregoing Certificate of Reincorporation of The Miami Touchdown Club, Inc., and acknowledges the same, and that it is intended in good faith to carry out the purposes and objects set forth therein, and that he subscribed to said Certificate of Reincorporation for the uses and purposes therein expressed.

24 IN WITNESS WHEREOF, I have hereunto set my hand and official seal this day of July, 2001. Affiant is personally known to me.



NORMAN F. SOLOMON  
COMMISSION # CC 667642  
EXPIRES AUG 22, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

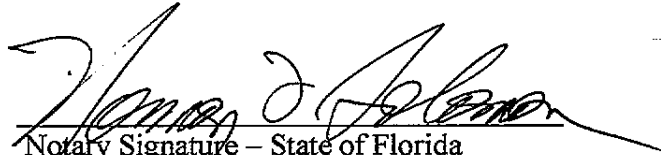
  
\_\_\_\_\_  
Notary Signature – State of Florida

My Commission Expires:

STATE OF FLORIDA                   )  
  ) s.s.  
COUNTY OF MIAMI-DADE        )

On this day personally appeared before me, the undersigned authority, Fred Diamond, who being by me duly sworn, deposes and says that he is the Incorporator of the above and foregoing Certificate of Reincorporation of The Miami Touchdown Club, Inc., and acknowledges the same, and that it is intended in good faith to carry out the purposes and objects set forth therein, and that he subscribed to said Certificate of Reincorporation for the uses and purposes therein expressed.

24 IN WITNESS WHEREOF, I have hereunto set my hand and official seal this day of July, 2001. Affiant is personally known to me.

  
\_\_\_\_\_  
Notary Signature – State of Florida  
My Commission Expires:



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