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TRANSMITTAL LETTER

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01 SEP -5 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: The Florida Nightclub and Bar 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

Pick up

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

2101 SEP -5 AM 10:14

NOT REQUIRED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FROM: Carol Dover  
Name (Printed or typed)  
P.O. Box 1779  
Address  
Tallahassee, Florida 32302-1779  
City, State & Zip  
(850) 224-2250  
Daytime Telephone number

800004570658--9  
-09/05/01-01023-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

J. BRYAN SEP - 5 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF**  
**THE FLORIDA NIGHTCLUB AND BAR ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of forming a not-for-profit business corporation.

Article I - Name

The name of the Corporation is The Florida Nightclub and Bar Association, Inc.

Article II - Principal Office

The street address of the initial principal office of the Corporation is 230 South Adams Street, Tallahassee, FL 32301-7710. The mailing address is P.O. Box 1779, Tallahassee, FL 32302-1779.

Article III - Corporate Duration

The Corporation shall have a perpetual existence.

Article IV - Nature and Purpose

The purpose for which this Corporation has been formed is to unite the nightclubs and bars of the State of Florida in the furtherance, by all proper and legitimate means, of the following purposes and objectives:

- A. To provide information to members that will improve their ability to operate responsibly and efficiently.
- B. To promote responsible alcoholic beverage vending practices.
- C. To conduct marketing and promotional campaigns for the benefit of its members, for the purpose of enhancing the industry's image, as well as obtaining public recognition of the positive contributions of the industry to the Florida economy.
- D. To encourage and aid in education and training within the nightclub and bar industry.

- E. To coordinate and establish liaisons between state and national nightclub and bar associations and allied associations.
- F. To enhance and assist the nightclub and bar industry by representing its interests before the Florida legislature and Florida regulatory agencies.
- G. To foster and promote goodwill and a fraternal spirit among the members.

The corporation is formed to operate exclusively for such purposes as would qualify it as an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1954 or corresponding provision(s) of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

#### Article V - Powers

The Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, except such powers as are inconsistent with the express provisions of these Articles of Incorporation or the Bylaws.

#### Article VI - Membership

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualification of members of the Corporation, the manner of their admission, the 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 set forth in the Bylaws, however, the specific Bylaw dealing with membership shall only be amendable by the membership.

#### Article VII - Registered Office and Agent

The street address of the Corporation's initial registered office is 230 South Adams Street, Tallahassee, FL 32301-7710. The mailing address is P.O. Box 1779, Tallahassee, FL 32302-1779. The initial registered agent for the Corporation at that address is Carol Dover.

#### Article VIII - Directors

Subject to the limitations of these Articles of Incorporation, the Bylaws, and Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the shareholders of the Corporation, all corporate powers shall be exercised by or under the

authority of the Board of Directors, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number and method of election of Directors shall be as stated in the Corporation's Bylaws.

No meeting of Directors need be held to take any action required or permitted to be taken by law, provided all Directors entitled to vote individually or collectively consent in writing to the specified action to be taken, and the written consent or consents are filed in the corporate minutes. Action by written consent shall have the same force and effect as action taken by unanimous vote of all Directors entitled to vote. Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken without a meeting by unanimous written consent of all Directors entitled to vote, and that the Bylaws authorize this manner of operation. The statement shall be prima facie evidence of such authority.

#### Article IX - Incorporator

The name and street address of the person acting as incorporator and signing these Articles of Incorporation are Carol Dover, 230 South Adams Street, Tallahassee, FL 32301-7710.

#### Article X - Dedication of and Distribution of Assets

The property of this Corporation is irrevocably dedicated to the charitable purposes of the Corporation 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. Except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1954 or corresponding provision(s) of any subsequent federal tax laws.

#### Article XI - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purpose of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or such other purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or corresponding provision(s) of any subsequent federal tax laws), as the Board of Directors shall determine. Any of such assets not so disposed of, shall be disposed of by the

Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such exempt purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

Article XII - Bylaws

Subject to the limitations contained in the Bylaws and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the Membership 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 a procedure set forth in the Bylaws of the Corporation, however, any Bylaw adopted by the Membership that provides that it may only be amended by the Membership shall not be modified by any other method.

Article XIII - Amendment

The Corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in a manner consistent with law and in conformity with the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Tallahassee, Leon County, Florida, on this 19th day of August, 2001.

Carol Dover

Carol Dover  
Incorporator

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01 SEP - 5 AM 11:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Florida Nightclub and Bar Association, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to section 617.0501(3), Florida Statutes.

Carol Dover

Carol Dover,

Date: 8/19/01