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FLORIDA NON-PROFIT CORPORATION

cupid's social club of west palm beach, inc.

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Articles of Incorporation
OF
Cupid's Social Club of West Palm Beach, Inc.
A Florida Not for Profit Corporation

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The undersigned subscriber(s) to these Articles of Incorporation hereby form(s) a corporation under Chapter 617 Florida Statutes, the Florida Not for Profit Corporation Act.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be: Cupid's Social Club of West Palm Beach, Inc., a Florida Not for Profit Corporation.

ARTICLE II - ADDRESS

The principal mailing office of the corporation shall be: 4430 Forest Hill Boulevard, West Palm Beach, Florida 33406.

ARTICLE III - SPECIFIC PURPOSE

1. To promote sociability and friendship amongst its members and others.
2. To promote and provide entertainment of an adult nature in an adult environment all for pleasure, recreation and other non-profitable purposes.

ARTICLE IV - MEMBERSHIP

The classes, rights, privileges, qualifications, and obligations of members of this Corporation are as stated in the Bylaws of the Corporation. There shall be no discrimination of any member or prospective member on the basis of race, color, religion or national origin.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be John T. Paxman, Esquire, with a registered office of JOHN T. PAXMAN, P.A., 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

Document Prepared by:
John T. Paxman, Esq. FDN #867039
JOHN T. PAXMAN, P.A.
1601 Forum Place, Suite 801
West Palm Beach, Florida 33401
561.712.3700

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ARTICLE VI - ELECTION OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

ARTICLE VII - INCORPORATOR

The incorporator of the corporation is John T. Paxman, Esquire, whose address is c/o JOHN T. PAXMAN, P.A., 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

ARTICLE VIII - MEMBERSHIP

The corporation shall have no members or membership.

ARTICLE IX - DISSOLUTION

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 non-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which as established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, 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 its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities nor permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XI - DURATION

The Corporation shall have perpetual existence.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each and every officer and director of the Corporation shall be indemnified by the Corporation against

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all costs, expenses and liabilities, including legal fees reasonably incurred by or imposed upon such officer or director in connection with any claim, demand or proceeding to which such officer or director may be a party or in which such officer or director may become involved for any reason of his/her being or having been an officer or director at the time such expenses are incurred, provided however, if such officer or director is adjudged guilty of willful misfeasance or willful malfeasance in the performance of the duties of such officer or director, the Corporation shall not indemnify such officer or director. In the event of a settlement of any claim or proceeding, the indemnification herein provided shall be applicable only when the Board of Directors of the Corporation shall approve such settlement and shall determine that such indemnification shall be in the best interest of the officer or director and the Corporation. The Corporation may purchase such insurance policies as the Board of Directors of the Corporation shall deem appropriate to provide such indemnification. The foregoing right of indemnification shall be in addition to, but not exclusive of, all other rights to which such officer or director may be entitled.

ARTICLE XIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the directors.

In witness whereof, the undersigned executed these Articles of Incorporation this November 1, 2001.


By: _____
John T. Paxman
Incorporator

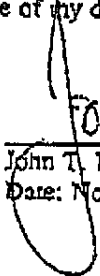
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Cupid's Social Club of West Palm Beach, Inc.
2. The name and address of the registered agent and office is: John T. Paxman, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

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. I further 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.



John T. Paxman, Registered Agent
Date: November 1, 2001

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