

**MUCHNICK
WASSERMAN
JAFKE &
LEVINE, LLP**
Attorneys At Law

Sanford L. Muchnick, PA.
Jeffrey P. Wasserman, PA. *
Martin I. Jaffe, PA. **
Daniel R. Levine, PA.
Adam S. Chotiner, PA.

Patricia Alexander
Merle Litman (1926-1977)

* Certified Family Law Mediator
** Also Admitted New York Bar

July 26, 2002
NO20000005783

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of South Florida Tennis Foundation, Inc.,
A Non Profit Corporation

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together a check in the amount of \$70 which covers the following:

1.	Filing Fee	\$35.00
2.	<u>Registered Agent Fee</u>	<u>\$35.00</u>
		\$70.00

300006717323-4
-07/29/02--01024--011
*****70.00 *****70.00

Kindly process the Articles of Incorporation and return one copy to the undersigned with the filing date stamped on it.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN, JAFFE & LEVINE, LLP

Sanford L. Muchnick, Esquire

Sanford L. Muchnick, Esquire

SLM/hcd
Enclosures

FILED
2002 JUL 29 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reply to:

✓ Hollywood Office • Presidential Circle • Suite 620 North
4000 Hollywood Boulevard • Hollywood, Florida 33021
(954) 989-8100 • (305) 624-9100 • Fax (954) 989-8700

Website: www.mwil-law.com • E-mail: attorneys@mwil-law.com

07-31-03
Boca Raton Office • Comerica Bank Building • Suite 102
1800 Corporate Blvd., NW • Boca Raton, Florida 33431
(561) 981-8882 • Fax (561) 995-9359

**Articles of Incorporation
Of
South Florida Tennis Foundation, Inc., A Non-Profit Corporation**

The undersigned subscribers to these Articles of incorporation, each being a natural person, hereby make, subscribe and acknowledge these articles of incorporation and form this corporation under the laws of the State of Florida governing the formation and existence of corporations not-for-profit.

Article I - Name

The name of this corporation shall South Florida Tennis Foundation, Inc. The address of corporation is 18900 NE 25th Ave., North Miami Beach, FL 33180

Article II - Duration

This corporation shall exist perpetually.

Article I - Purpose

This corporation is organized exclusively for all purposes for which a corporation not-for-profit, may be formed under the laws of the State of Florida, specifically excluded from the corporation's purposes are any pecuniary profit or financial gain. The purposes of the corporation include, but are not limited to the following:

- a. To promote, encourage and foster the development and growth of the sport of tennis at both the Junior and adult levels in Miami-Dade County
- b. To provide an opportunity for persons of all ages to learn and engage in a wholesome, lifetime sport and recreational activity and to foster the development of facilities and events that will allow tennis players of all ages and skill level to develop through local, regional, State, National and International competition
- c. To promote physical fitness and encourage proper conditioning and healthy habits
- d. To provide opportunities for healthy social, emotional and educational development of young persons through peer encounters in athletics and through family participation
- e. To operate exclusively in any manner for such charitable and educational purposes as will qualify the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding or additional provisions of any subsequent federal tax law or laws
- f. To assist local government at the city and county level with providing quality tennis recreational activities and facilities through organizing and running league tennis activities, encouraging the tennis development of young persons. assisting underprivileged young persons by providing or paying for instruction or

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 JUL 29 AM 8:44

FILED

otherwise making the means to instruction available, and by promoting amateur tennis competition.

Article IV - Membership

Membership shall be open to any person interested in furthering the purposes of the corporation, as set forth in these articles, and who qualifies for membership in accordance with the by-laws of the corporation, as may be adopted or amended from time to time by the Officers and Directors, of the corporation. The membership shall annually elect the Officers and Directors of the corporation, by the procedures specified in the by-laws of the corporation. The membership shall have such additional voting rights as shall, from time to time, be set forth in the by-laws of the corporation.

Article V - By-Laws

The Officers and Directors of the corporation shall prescribe the by-laws for the operations and activities of the corporation, and shall amend or modify the by-laws from time to time for the best advantage of the corporation and its purposes as stated herein.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **18900 NE 25th Ave., North Miami Beach, FL 33180** and the name of the initial registered agent of this corporation is **Scott Ehrlich**.

Article VII - Officers

The Officers of the corporation shall be the President, Vice President, Secretary, Treasurer, and the Immediate Past President. The Officers shall have the duties specified by the by-laws of the corporation. The Officers shall be elected annually by procedures specified by the by-laws. Each Officer shall also sit as a Director on the corporation's Board of Directors. The President shall act as the chairperson of the Board of Directors.

The initial Officers of the corporation, set forth below, shall hold office until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

President	Albert Mora, 16851 West Dixie Hwy. North Miami Beach, FL 33160
Vice President	Scott Ehrlich 18900 NE 25 th Ave. North Miami Beach, FL 33180

Vice President	Ross Dubin 1795 San Souci Blvd. North Miami, FL 33181
Secretary	Donna Caputo Tolleffen 18900 NE 25 th Ave. North Miami Beach, FL 33180
Treasurer	Les Gruda 21101 NE 22 Court North Miami Beach, FL 33180

Article VIII - Board or Directors

The powers of the corporation shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of a Board of Directors (the "Board"). The Board shall be composed of not less than 5 nor more than 15 Directors, elected from the membership of the corporation- Each Officer of the corporation, upon election, shall automatically sit on the Board as a Director. The remaining Directors of the corporation shall be elected by the membership by such procedures and for such terms as may, from time to time, be specified by the by-laws of the corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board shall have all the rights, powers, and privileges prescribed by law for directors of corporation for profit, including the power to establish an executive committee and other committees composed of members of the Board and members of the corporation. The Board may, on an "as needed" basis or through the By-laws, authorize an executive committee composed of the President, Vice President, Secretary, Treasurer and Immediate Past President to act on behalf of the entire Board in the interim between regularly scheduled meetings of the Board. The Board may by majority vote require that certain business or actions of the corporation be approved by a majority vote of the full Board. The Board may, at any regular meeting, by majority vote of the Directors present and voting, fill any vacancy among the Officers or on the Board of Directors for the unexpired term of any such position. The initial Board of Directors of the corporation, set forth below, shall hold office for such terms as provided in the by-laws and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

NAMES AND ADDRESSES OF BOARD OF DIRECTORS

Scott Ehrlich, 18900 NE 25th Ave., North Miami Beach, FL 33180

Albert Mora, 16851 West Dixie Hwy., North Miami Beach, FL 33160

Ross Dubin, 1795 San Souci Blvd., North Miami, FL 33181

Donna Caputo Tolleffen, 18900 NE 25th Ave., North Miami Beach, FL 33180

Les Gruda, 21101 NE 22 Court, North Miami Beach, FL 33180

Diego Dominguez, 2412 NE 10th, Hallandale, FL 33009

Bill Oger, 18900 NE 25th Ave., North Miami Beach, FL 33180

Lee Orsbach, 18900 NE 25th Ave., North Miami Beach, FL 33180

Heidi Rosenbaum, 18900 NE 25th Ave., North Miami Beach, FL 33180

Greg O'Conner, 1795 San Souci Blvd., North Miami, FL 33181

Michael Melanefy, 18900 NE 25th Ave., North Miami Beach, FL 33180

Richard Fagel, 18900 NE 25th Ave., North Miami Beach, FL 33180

Jeffrey Cohen, 18900 NE 25th Ave., North Miami Beach, FL 33180

Article IX - Earnings, Activities and Prohibited Activities

This corporation is organized as a not-for-profit entity for charitable education and public service purposes

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers 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 the purposes set forth herein
- b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of an future United States Internal Revenue Law), (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)
- d. Notwithstanding any Other provisions of these Articles, this corporation shall

- not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation
- e. The corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treas, Reg. 501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

Article X- Declaration and Distribution of Assets

The property of the corporation is irrevocably dedicated to educational and charitable purposes 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.

Upon dissolution of the corporation, the Officers and Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501 ©(3) of the Internal Revenue Code of 1986 (or any future United States Revenue law), as Officers and Directors shall determine. Any such assets not so disposed of shall be disposed of by the *Circuit Court of the 11th Judicial Circuit, in and for Dade County, Florida* exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

Article XI - Particular Actions

The following corporate actions shall require the affirmative consent of a majority of the Officers and Directors, present and voting.

1. Amendment of the Articles of Incorporation or adoption or amendment of by-laws
2. Expenditure of corporate funds exceeding Five Thousand Dollars (\$5,000.00)

WHEREFORE, for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida, the undersigned has made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 25 day of July, A.D., 2002.

Albert Mora

Albert Mora, President
16851 West Dixie Hwy.
North Miami Beach, FL 33160

AFFIDAVIT

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this 25 day of July, 2002, personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, ALBERT MORA, who presented FL. DRIVER'S LICENSE as identification or is personally known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be her/his/their free act and deed for the uses, purposes, and objects therein mentioned.



My Commission Expires:

Sanford L. Muchnick
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Sanford L. Muchnick

This Instrument Was Prepared By
SANFORD L. MUCHNICK, ESQ.
Muchnick, Wasserman, Dolin,
Jaffe & Levine, LLP
Presidential Circle, Suite 620N
4000 Hollywood Boulevard
Hollywood, FL 33021
Ph: (954) 989-8100 • Fax (954) 989-8700

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §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 office/registered agent, in the State of Florida.

1. The name of the corporation is:

South Florida Tennis Foundation, Inc., A Non-Profit Corporation

2. The name and address of the registered agent and office is:

Scott Ehrlich
18900 NE 25th Ave.
North Miami Beach, FL 33180

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

DATED this 22 day of July, 2002.



SCOTT EHRLICH
Registered Agent

This Instrument Was Prepared By
SANFORD L. MUCHNICK, ESQ.
Muchnick, Wasserman, Dolin,
Jaffe & Levine, LLP
Presidential Circle, Suite 620N
4000 Hollywood Boulevard
Hollywood, FL 33021
Ph: (954) 989-8100 • Fax (954) 989-8700

FILED
2002 JUL 29 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA