

NO5000006802

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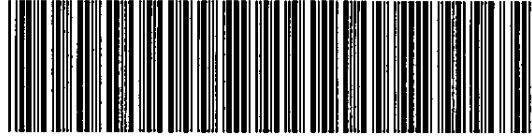
(Business Entity Name)

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DIVISION OF CORPORATIONS
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2-24-15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 3, 2015

CLUB 100 CHARITIES, INC. / ELMER M. SOISTMAN
8798 SE RIVERFRONT TERR
TEQUESTA, FL 33469 US

SUBJECT: CLUB 100 CHARITIES, INC.
Ref. Number: N05000006802

We have received your document for CLUB 100 CHARITIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The restated articles look fine. The only problem is that we must have the signature of the chairman or a director of the organization in order to file the restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 715A00002219

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CLUB 100 CHARITIES INC

DOCUMENT NUMBER: ND5000006802

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ELMER M SOISTMAN
(Name of Contact Person)

CLUB 100 CHARITIES INC
(Firm/ Company)

8798 SE RIVERFRONT TER
(Address)

TALLAHASSEE FL 33469
(City/ State and Zip Code)

~~ASOISTMAN~~ @ ASOISTMAN100 @ AOL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ELMER M SOISTMAN at (561) 575-2068
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RESTATED

ARTICLES OF INCORPORATION OF

CLUB 100 CHARITIES, INC.

N05000006802

The undersigned, acting as Incorporator of a Corporation, pursuant to Chapter 617, Florida Statutes, adopts the following Amendments to the Articles of Incorporation for such Corporation dated June 27, 2005.

ARTICLE I

Name and Location of Principal Office

The name of the Corporation is CLUB 100 CHARITIES, INC. a Florida Corporation, not for profit. Its office shall be:

*mailing
address*

Club 100 Charities, Inc.
P.O. Box 31682
Palm Beach Gardens, Florida 33420

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ARTICLE II

The Corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the Incorporator of these Articles of Incorporation is: John R. Vaccaro, 1325 S. Congress Avenue, Suite 201, Boynton Beach, Florida 33426

ARTICLE IV

General Purpose

The purposes of which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended or corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Law or (b) a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

In the event of dissolution the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE VII

Management of Corporate Affairs

A. Board of Directors: The Corporation shall have a Board of Directors who oversees the activities of the Corporation to assure that the programs, functions and management of the Corporation operate under the definition as described in Article IV General Purpose. The Board of Directors shall preside over the election of the Officers of the Club who are empowered to manage the daily operations of the Club. The Membership of the Board of Directors shall include the Officers of the Corporation, and the number of Directors as provided in the By-Laws. The President shall serve as the Chairman of the Board of Directors.

B. Corporate Officers: The Officers of the Club are as follows: President, Vice President, Secretary, Treasurer, and such other Officers as may be authorized in the By-Laws of the Club.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be Director or Officer of the Corporation shall be indemnified by the Corporation against all cost and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceedings, or at such time such cost or expense is incurred by or imposed upon him) except in relations to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of the Corporation shall consist of all persons, who from time to time, have made application for membership in the Corporation and have been approved for membership as described in the By-Laws. Dues and any other details for membership shall be as described in the By-Laws.

ARTICLE X

By-Laws

The Corporation may provide such By-Laws for the conduct of the business of the Corporation and the carrying out of its Mission as may be deemed necessary from time to time. The By-Laws may be amended, altered or rescinded by a majority vote of the membership of the Corporation and the Board of Directors at a regular or special meeting called for that purpose, subject to any limitation set forth in the Corporation Not for Profit Law of Florida concerning corporate action that must be authorized or approved by members of the Corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the Corporation, but such amendment may be adopted only after receiving affirmative vote of the majority of the Membership and the Board of Directors.

ARTICLE XII

Initial Registration Officer and Agent

The name and address of the initial registered agent of the Corporation is: John R. Vaccaro, 1325 S. Congress Avenue, Boynton Beach, Florida 33426

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 26 day of January, 2015 for the purpose of amending the Article of Incorporation first registered on June 25, 2005 for the purpose of forming the Corporation not for profit under the laws of the State of Florida.

The content of these Restated Articles were adopted by the membership of the organization by a majority vote of those in attendance on November 17, 2014

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The date of each amendment(s) adoption: NOVEMBER 17, 2014, if other than the date this document was signed.

Effective date if applicable: JAN 1, 2015
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2-16-15

Signature [Signature]

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ELMER M. SOISTMAN

(Typed or printed name of person signing)

VICE PRESIDENT

(Title of person signing)

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