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|--|------------------------|
| SPEIGEL & UTRERA, P.A. <small>(Requestor's Name)</small> | OFFICE USE ONLY |
| 1840 SOUTHWEST 22 STREET, 4TH FLOOR | |
| MIAMI, FL 33145 - (305) 854-6000 | |

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- | | | |
|----|------------------------------------|--------------|
| 1. | PARK PLACE LATIN CLUB, INC. | |
| | (Corporation Name) | (Document #) |
| 2. | | |
| | (Corporation Name) | (Document #) |
| 3. | | |
| | (Corporation Name) | (Document #) |
| 4. | | |
| | (Corporation Name) | (Document #) |

- ☐ Walk-In
 ☐ Pick up time _____
 ☐ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

| NEW FILINGS | |
|-------------|-------------------|
| | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| AMENDMENTS | |
|------------|---------------------------------------|
| | Amendment |
| | Resignation of R.A., Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

| | |
|---------------------|--|
| Examiner's Initials | |
|---------------------|--|

ARTICLES OF INCORPORATION

OF

PARK PLACE LATIN CLUB, INC.

FILED

05 JUL -7 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **PARK PLACE LATIN CLUB, INC.**, (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The purpose for which this Corporation is organized is for the conduct of a senior citizen Latin social club.

ARTICLE 3 - OFFICERS

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

| | |
|-----------------|-----------------|
| President: | Walfrido Perera |
| Vice President: | Margot Macias |
| Secretary: | Lydia Macias |
| Treasurer: | Mercedes Enciso |

ARTICLE 4 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1200 Saint Charles Place, Suite 401, Pembroke Pines, Florida 33026 and the mailing address is the same.

ARTICLE 5 - INCORPORATOR



SPIEGEL & UTRERA, P.A.

LAWYERS

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700

MAILING ADDRESS - POST OFFICE BOX 450605 MIAMI, FL 33245-0605

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22 Street, 4th Floor
Miami, Florida 33145

ARTICLE 6 - DIRECTORS

The Directors of the Corporation shall be:

Andre G. Michel
Oscar Viveros
Carmen Navas Gonzales

ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 9 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 10 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 11 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT



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The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 15 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of



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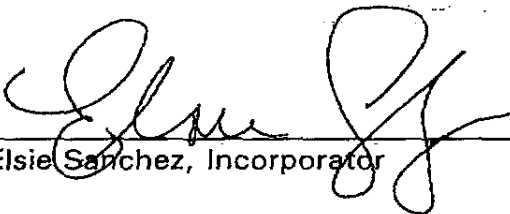
Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 16 - DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____.




Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

By: 

Natalia Utrera, Vice President

FILED
05 JUL - 7 PM 2:49
CLERK OF STATE
TALLAHASSEE, FLORIDA



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