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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

JAZZ AND CABARET CLUB OF V.S., INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S.. (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

JAZZ AND CABARET CLUB OF V.S., INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7820 BROOKMAR CT. LAKE WORTH FL 33467

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

JAZZ AND CABARET CLUB OF V.S., INC. IS ORGANIZED FOR THE PLEASURE RECREATION AND OTHER NON-PROFITABLE PURPOSES OF THE MEMBERS OF THE JAZZ AND CABARET CLUB OF V.S., INC.. ALL OF ITS ACTIVITIES ARE FOR SUCH PURPOSES, AND NO PART OF THE NET EARNINGS SHALL INURE TO THE BENEFIT OF ANY PRIVATE SHAREHOLDER. THE JAZZ AND CABARET CLUB OF V.S., INC. SHALL HAVE AN ESTABLISHED YEARLY MEMBERSHIP, AND THE GETTING TOGETHER OF THESE MEMBERS TO JOIN IN THE LISTENING AND PLANNING OF JAZZ CONCERTS WILL BE A MATERIAL PART OF THE LIFE OF THE ORGANIZATION. THE CLUB WILL GENERATE ALL REVENUE FROM ITS MEMBERS. THERE SHALL BE NO PUBLIC USE OF CLUB FACILITIES. (See Attachment)

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

THE INITIAL DIRECTORS HAVE BEEN ELECTED AT A MEETING OF OFFICERS THAT TOOK PLACE ON JANUARY 24TH 2008

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

BARRY GERMAN	7820 BROOKMAR CT LAKE WORTH FL 33467	PRESIDENT / DIRECTOR
ILENE GERMAN	7820 BROOKMAR CT LAKE WORTH FL 33467	VICE PRESIDENT / DIRECTOR
PAUL ZELDIN	8322 SANDPIPER GLEN DR LAKE WORTH FL 33467	VICE PRESIDENT / DIRECTOR

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

BARRY GERMAN
7820 BROOKMAR CT
LAKE WORTH FL 33467

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company

By: Deborah D. Skipper
Signature/Registered Agent Deborah D. Skipper
Asst. V. Pres.

Barry German
Signature/Incorporator
BARRY GERMAN

Date

Date

1/25/08

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Said organization is organized exclusively as a social club for pleasure, recreation and other similar non profitable purposes. All of its activities are for these purposes, including, the making of distributions to organizations that qualify as exempt under Section 501 (c) (7) of the Internal Revenue Code or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 in the purpose clause of the certificate of incorporation. 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. Notwithstanding any other provision of this certificate, 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) (7) of the Internal Revenue Code of 1986, as amended (or the corresponding provision 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 provision of any future United States Internal Revenue Law).

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (7) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.