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**ARTICLES OF INCORPORATION  
OF  
WORLD PRESIDENTS' ORGANIZATION, OCEAN REEF CHAPTER, INC.  
  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as sole incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is **WORLD PRESIDENTS' ORGANIZATION, OCEAN REEF CHAPTER, INC.**

**ARTICLE II**

(a) The purposes for which the Corporation is organized are exclusively within the meaning of Section 5(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future U.S. internal revenue law.

To that end, the Corporation may hold any property or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principle or income in any such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitation, if any, as maybe contained in the instrument under which such property is perceived, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer or trustee 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, officer or trustee of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(d) The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

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(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(h) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization organized for purposes within the meaning of Section 501(c)(6) of the Code or the corresponding provision of any future U.S. Internal Revenue law.

(i) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the 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 so disposed of shall be disposed of by the Circuit Court 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.

### ARTICLE III

The street address of the initial principal office and the mailing address of the Corporation is:

c/o William W. Wilson III  
9 Country Club Rd.  
Key Largo, FL 33037-3705

### ARTICLE IV

Membership in the Corporation shall be regulated by the provisions of the Bylaws.

### ARTICLE V

The term for which the Corporation is to exist shall be perpetual unless terminated sooner by the members pursuant to the Bylaws.

### ARTICLE VI

The name and address of the sole incorporator of the Corporation is:

Rodney H. Bell, Esq.  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131

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ARTICLE VII

The affairs of the Corporation are to be managed by a President, Vice President, Secretary, and Treasurer and such other officers as the Bylaws of the Corporation may provide for from time to time.

ARTICLE VIII

The Corporation shall be governed by a Board of Directors consisting of at least three (3) persons. The number of members of the Board of Directors shall be established by the Bylaws; however, the Board shall always consist of at least three (3) individuals. The Board of Directors shall be elected as provided in the Bylaws.

ARTICLE IX

Members of the Corporation shall be entitled to one vote each to be cast in person or by written proxy. The Corporation shall never have or issue shares of stock. No part of the earnings of the Corporation shall inure to the private benefit of any member, director or officer.

ARTICLE X

The Corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as maybe amended from time to time, together with those powers conferred by these Articles of Incorporation and all lawful Bylaws of the Corporation, as may be amended from time to time.

ARTICLE XI

The street address of the initial registered office of this Corporation is 11380 Prosperity Farms Road, Suite 221E, Palm Beach Gardens, FL 33410, and the name of the initial registered agent of this Corporation at that address is Corporate Creations Network, Inc.

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 7th day of July, 2008.



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Rodney H. Bell  
Sole Incorporator

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Registered Agent Acceptance

Having been named registered agent to accept service of process for the above-named Corporation, the undersigned hereby accepts to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.

Date: June 23, 2008

Corporate Creations Network, Inc.

 **Jim Perkins, Vice President**

Name: \_\_\_\_\_

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