

# N08000009173

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## FLORIDA PROFIT/NON PROFIT CORPORATION

THREE POINT CLUB, INC

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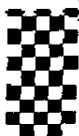
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September 30, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: THREE POINT CLUB, INC  
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**ARTICLES OF INCORPORATION  
OF  
THREE POINT CLUB, INC.  
(a Florida Not for Profit Corporation)**

**ARTICLE I  
NAME**

The name of the corporation shall be "THREE POINT CLUB, INC." (hereinafter referred to as the "Corporation").

**ARTICLE II  
CORPORATE NATURE**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

**ARTICLE III  
ADDRESS OF PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address of the Corporation is FAU Arena, 777 Glades Road, Boca Raton, FL 33431.

**ARTICLE IV.  
PURPOSES**

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including but not limited to making distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

References in these Articles to the "Code" are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

**ARTICLE V.  
MANAGEMENT**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided by the Bylaws of the Corporation. The number of Directors shall be as provided in the Bylaws of the Corporation, but the Board of Directors shall at all times

consist of not less than (3) members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

#### **ARTICLE VI INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Michael Jarvis, Sr.	FAU Arena 777 Glades Road Boca Raton, FL 33431
Michael Jarvis, II	FAU Arena 777 Glades Road Boca Raton, FL 33431
Arny Warshaw	632 Broadway 7th Floor NY, NY 10012

#### **ARTICLE VII POWERS**

The Corporation shall have the power to (i) receive, acquire, own, maintain and use its assets for the purposes for which it is organized, (ii) raise funds to further its purposes by any legal means, including but not limited to the solicitation of contributions from individual, corporate, governmental, and community sources, (iii) acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, (iv) exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and (v) exercise all powers granted to a corporation not for profit under Florida law. In addition to the foregoing powers, the Corporation shall have any additional powers specified in its Bylaws.

#### **ARTICLE VIII LIMITATIONS**

A. No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or to any other private persons, or to any organizations organized and operated for profit, 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 Article IV hereof.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by the provisions of §501(h) of the Code, if §501(h) of the Code applies to the Corporation and the appropriate election is made by the Corporation). The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, as determined by the Circuit Court of the County in which the principal office of the Corporation is then located. The Board of Directors or the Circuit Court, as the case may be, shall use their best efforts to make such distributions to organizations which have purposes similar to the Corporation.

**ARTICLE XII.**  
**NO MEMBERS**

The Corporation shall not have Members.

**ARTICLE XIII.**  
**DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE XIV.**  
**BYLAWS**

The Corporation's Board of Directors shall adopt Bylaws for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation. The Corporation's Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws.

**ARTICLE XV.**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

The undersigned executes these Articles of Incorporation of **THREE POINT CLUB, INC.** this 1 day of October, 2008.

  
MICHAEL JARVIS, II, Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
THREE POINT CLUB, INC.**

The undersigned, Michael Jarvis, II, having been named as registered agent to accept service of process for THREE POINT CLUB, INC., a Florida Not for Profit corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

  
**MICHAEL JARVIS, II**  
Registered Agent

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