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FLORIDA PROFIT/NON PROFIT CORPORATION
BEERWORKS CHARITABLE FOUNDATION (A NON PROFIT ORGANI

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

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ARTICLE I

BEERWORKS CHARITABLE FOUNDATION, INC.
(A NON-PROFIT CORPORATION)

The initial post-office address of the principal office of this non-profit Corporation in the state of Florida shall be the County of St. Lucie, at 3798 Oleander Avenue, Suite 5, Fort Pierce, FL 34982. The Board of Directors, may from time to time, move the principal office to any other address in the State of Florida.

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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ARTICLE IV

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Marc Boland
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

Mark Carbone
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

Joe Greenwald
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

Eric Halberg
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

Gregory Heller
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

William Roberts, Jr.
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

ARTICLE V

The Registered Agent for this non-profit corporation shall be: William Roberts, Jr. and the Registered Address shall be: 3798 Oleander Avenue, Suite 5, Fort Pierce, FL 34982.

ARTICLE VI

This non-profit corporation shall have no less than One (1) Director initially. The number of Directors may be increased or diminished from time to time according to the By Laws adopted by the Directors but shall never be less than One (1).

ARTICLE VII

The names and post-office addresses of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, By-Laws of the non-profit

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Corporation, and the laws of the State of Florida, shall hold office for the first year of the non-profit corporation's existence, or until their successors are elected and have qualified are as follows:

Marc Boland
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

Mark Carbone
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

Joe Greenwald
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

Eric Halberg
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

Gregory Heller
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

William Roberts, Jr.
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

ARTICLE VIII

The name and post-office address of the subscriber to these Articles of Incorporation is:

William Roberts, Jr.
3798 Oleander Avenue, Suite 5
Fort Pierce, FL 34982

ARTICLE IX

Directors shall have the powers to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this non-profit Corporation at such offices as the Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE X

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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 the Directors and approved at a meeting by a majority of the Directors, thereon, unless all of the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

This non-profit Corporation is to exist perpetually.

ARTICLE XII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XIII

Upon the 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 a public purpose. Any such assets not so disposed of shall be disposed of by a 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.

William B. Gentry

William Roberts, Jr.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED NON-PROFIT CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **BEERWORKS CHARITABLE FOUNDATION,
INC. (A NON-PROFIT CORPORATION)**
2. The name and address of the registered agent and office is:

William Roberts, Jr.
3798 Oleander Avenue, Suite 3
Fort Pierce, FL 34982

Having been named as registered agent and to accept service of process for the above stated
non-profit corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of all
statutes relating to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.


William Roberts, Jr.

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