

N1-00000008274

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100184820581

08/31/10--01027--009 **78.75

APPROVED
AND
FILED
10 AUG 31 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

LAW OFFICES OF
THOMAS T. COON, JR., ESQ.

888 South Andrews Avenue
Suite 204
Fort Lauderdale, Florida 33316

OF COUNSEL TO:
SEILER, SAUTTER, ZADEN, RIMES & WEIHE

Telephone: (954) 467-9899
Facsimile: (954) 467-9897

August 25, 2010

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: MI Fathers, Inc.

Dear Sirs:

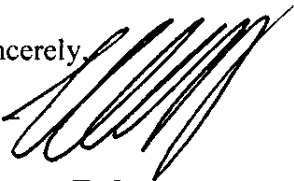
Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above proposed corporation.

If same meets with your approval, I would ask that you endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

My check in the sum of \$78.75 is enclosed to cover the various filing fees.

Please call me if you have any questions. Thank you for your assistance in this matter.

Sincerely,



Thomas T. Coon, Jr., Esq.

Enclosures

APPROVED
AND
FILED

10 AUG 31 PM 4:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
MI FATHERS, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

I, the undersigned incorporator, who is a citizen of the United States, do hereby make, acknowledge, and file with the Division of Corporations of the Florida Department of State these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with Chapter 617 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be MI Fathers, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual unless sooner dissolved pursuant to law and the corporate existence shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III
PURPOSE OF CORPORATION

The Corporation is organized exclusively as a social club for the express purpose of providing structured recreational activities between fathers (or legal guardians) and their minor daughters that contribute to and help foster the development of good character and good sportsmanship of the member daughters and other similar non-profitable purposes and substantially all of its activities must be for these purposes, as specified in Section 501(c)(7) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of those purposes above set forth), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

(d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under Section 501(c)(7) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(e) Notwithstanding any other provisions of these Articles of Incorporation, neither the Corporation nor any member, trustee, director, officer or private individual shall engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of the subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) No one will be denied services of the Corporation on the basis of race, color, national origin, sex, disability, family status, marital status, or religion. No one will be denied access to the services of the Corporation on the basis of race, color, national origin, sex, age, disability, family status, martial status, or religion.

ARTICLE IV DIRECTORS

The business of the Corporation shall be managed by a Board of Directors, which shall include an elected non-salaried executive officer. There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than nine (9). Directors may be elected from time to time by the majority vote of the Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Frank Dolph
631 Intracoastal Drive
Fort Lauderdale, FL 33304

Thomas T. Coon, Jr.
888 S. Andrews Avenue
Suite 204
Fort Lauderdale, FL 33316

Thomas Vogel
1 River Plaza
305 S. Andrews Avenue
Suite 801
Fort Lauderdale, FL 33301

Robert Nava
13730 Biscayne Boulevard
North Miami Beach, FL 33181

Michael W. Fee
6351 NW 28th Way
Fort Lauderdale, FL 33301

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the Corporation shall be at 888 S. Andrews Avenue, Suite 204, Fort Lauderdale, Florida 33316.

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be located at 888 S. Andrews Avenue, Suite 204, Fort Lauderdale, Florida 33316. The name of the initial registered agent of the Corporation at that address shall be Thomas T. Coon, Jr., Esq.

ARTICLE VII MEMBERSHIP

The Corporation may have such members as may be provided for in the Bylaws. If the Bylaws provide for members, the Bylaws shall also provide for rights and privileges of members.

**ARTICLE VIII
MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapters 617 or 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

**ARTICLE IX
OFFICERS**

The Corporation shall have such officers as provided for in the Bylaws.

**ARTICLE X
NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

**ARTICLE XI
BYLAWS**

The first Bylaws of the Corporation shall be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered or rescinded by the affirmative vote of a majority of the Board of Directors.

**ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended only by an affirmative vote of a majority of the Board of Directors of the Corporation, unless the vote of a larger majority is required by applicable law.

**ARTICLE XIII
INCORPORATOR**

The name and street address of the Incorporator of this Corporation is as follows:

Thomas T. Coon, Jr.
888 S. Andrews Avenue, Suite 204
Fort Lauderdale, FL 33316

**ARTICLE XIV
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

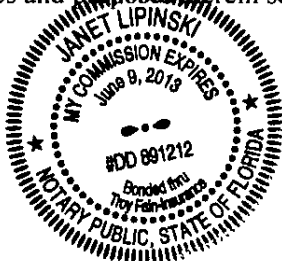
The Corporation may indemnify and may insure its directors and officers to the fullest extent permitted by applicable Florida law.

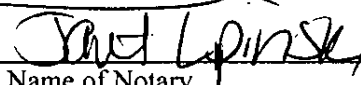
IN WITNESS WHEREOF, we have subscribed my name this 25th day of August, 2010.

By: 
Thomas T. Coon, Jr., Incorporator

State of FLORIDA)
County of BROWARD)

The foregoing instrument was acknowledged before me this 25 day of August, 2010, by Thomas T. Coon, Jr., as Incorporator, who is personally known to me and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.




Signature of Notary Public
Print Name of Notary

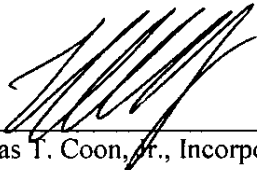
My commission number and its expiration date are shown in the stamp or seal placed on this page.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 617.0501 Florida Statutes, the following is submitted:

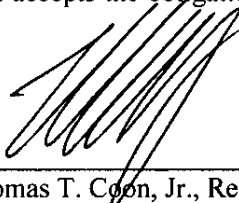
MI Fathers, Inc., desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 888 S. Andrews Avenue, Suite 204, Fort Lauderdale, Florida 33316 as its initial Registered Office and has named Thomas T. Coon, Jr., Esq., located at that address as its initial Registered Agent.

DATE: August 25th, 2010.

By: 
Thomas T. Coon, Jr., Incorporator

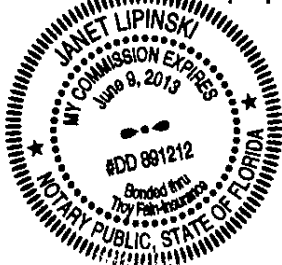
Having been named to accept service of process for MI Fathers, Inc., at the place designated in its Articles of Incorporation, the undersigned, Thomas T. Coon, Jr., agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office and is familiar with and accepts the obligations provided for in Section 617.0503, Florida Statutes.

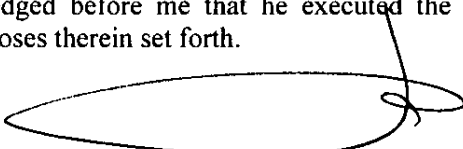
DATE: August 25th, 2010.

By: 
Thomas T. Coon, Jr., Registered Agent

State of FLORIDA)
County of BROWARD)

The foregoing instrument was acknowledged before me this 25 day of August, 2010, by Thomas T. Coon, Jr., as Registered Agent, who is personally known to me and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.





Signature of Notary Public

Janet Lipinski
Print Name of Notary

My commission number and its expiration date are shown in the stamp or seal placed on this page.

10 AUG 31 PM 4:17
RECEIVED
STATE
TALLAHASSEE, FLORIDA

APPRAISED
AND
FILED