

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SOUTH BEACH ATHLETIC CLUB INC.**

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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DC

Amended & Restated  
Art.

9/12/2011 10:10 AM

850-847-6381

9/14/2011 11:19:23 AM PAGE 1/001 Fax Server



September 14, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SOUTH BEACH ATHLETIC CLUB INC.  
1455 OCEAN DRIVE  
SUITE 1203  
MIAMI BEACH, FL 33139US

SUBJECT: SOUTH BEACH ATHLETIC CLUB INC.  
REF: N10000010867

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SOUTH BEACH ATHLETIC CLUB INC.**

The Board of Directors of SOUTH BEACH ATHLETIC CLUB INC., at a special meeting of the officers and directors of the corporation voted for a complete restatement of the Articles of Incorporation in order to comply with the rules and regulations for a qualified exempt organization as that term is defined under Section 501 of the U.S. Internal Revenue Code, as follows :

**ARTICLE I. NAME:**

The name of the corporation shall be SOUTH BEACH ATHLETIC CLUB INC.:

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is:

1455 OCEAN DRIVE, # 1203  
MIAMI BEACH, FL 33139

**ARTICLE III. PURPOSE(S)**

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV. MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the By Laws.

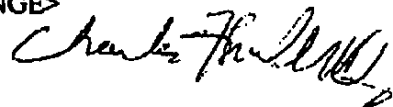
**ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

Dr. Charles Mahl  
1455 Ocean Drive, Suite 1203  
Miami Beach, Florida 33139

<INITIAL FILING - NO CHANGE>

/s/  
DR. CHARLES MAHL



**ARTICLE VI. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation was/is:

RS Schmitt  
407 Lincoln Road, Penthouse S.E.-1307  
Miami Beach, Florida 33139

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#### ARTICLE VII. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The 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 of 1986, as amended ("Code").

b. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause 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 this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Competent jurisdiction 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.

#### ARTICLE VIII. AMENDMENT

These Amended and Restated Articles of Incorporation were adopted by a unanimous vote of the Officers and Directors of the corporation at a meeting held for that purpose September 13, 2011.

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IN WITNESS WHEREOF, the undersigned Director / Secretary has executed these Amended and Restated Articles of Incorporation this 13<sup>th</sup> day of September 2011

/s/  
RS SCHMITT, Director / Secretary  
SOUTH BEACH ATHLETIC CLUB INC.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 13TH day of September, 2011 by RS SCHMITT, Director / Secretary of the Corporation, SOUTH BEACH ATHLETIC CLUB INC., who is personally known to me or has produced drivers license as identification who did take an oath.

NOTARY PUBLIC

Sign

Yvette Bobillo

Print

Yvette Bobillo

NOTARY PUBLIC-STATE OF FLORIDA  
Yvette Bobillo  
Commission # DD985964  
Expires: APR. 26, 2014  
BONDED THRU ATLANTIC BONDING CO., INC.

STATE OF FLORIDA AT LARGE

My Commission Expires: \_\_\_\_\_

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Having been named as registered agent and to accept service of process for the above stated 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.

ISI Charles F. Mahl MD  
Dr. Charles Mahl/Registered Agent

NO CHANGE

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Articles of Amendment  
to  
Articles of Incorporation  
of

**SOUTH BEACH ATHLETIC CLUB INC.**

(Name of Corporation as currently filed with the Florida Dept. of State)

**N10000010867**

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

N/A

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

**Name of New Registered Agent:**

N/A

**New Registered Office Address:**

(Florida street address)

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

*Signature of New Registered Agent, if changing*

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<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
N/A			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
N/A			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
N/A			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

**"AMENDED AND RESTATED ARTICLES OF INCORPORATION" amending the Articles of Incorporation of SOUTH BEACH ATHLETIC CLUB INC. in their entirety, effective immediately.**



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The date of each amendment(s) adoption: September 13, 2011  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated September 13, 2011

Signature \_\_\_\_\_

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

RS Schmitt

(Typed or printed name of person signing)

Director / Secretary

(Title of person signing)

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