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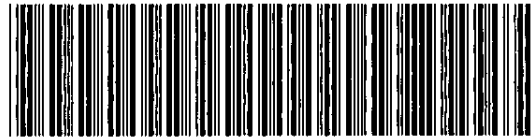
(Business Entity Name)

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11 MAY 19 PM 2:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2011 MAY 19 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAY 20 2011

COVER LETTER

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

SUBJECT: FLORIDA CARDROOM ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Daniel R. Russell
Name (Printed or typed)

215 S. Monroe Street, 2nd Floor
Address

Tallahassee, FL 32301
City, State & Zip

850-222-3533
Daytime Telephone number

drussell@penningtonlaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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2011 MAY 19 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA CARDROOM ASSOCIATION, INC.

THE UNDERSIGNED, acting as incorporator for the purpose of forming a not for profit corporation pursuant to the Florida Not For Profit Corporation Act (the "Act") of the State of Florida, hereby certifies:

ARTICLE I: The name of the corporation shall be Florida Cardroom Association, Inc., (the "Corporation").

ARTICLE II: The street address of the principal office of the Corporation shall be 215 S. Monroe Street, 2nd Floor, Tallahassee, Florida 32301-1839, mailing address, c/o P.O. Box 10095, Tallahassee, Florida 32302-2095.

ARTICLE III: The Corporation shall be a nonprofit organization qualifying under section 501(c)(6) of the Internal Revenue Code of 1986, (the "Code") as now in effect or as may hereafter be amended, and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is:

- A. The corporation is organized to serve public interests; specifically the interests of Florida cardrooms and Florida cardroom operators in the hopes of maintaining the economic viability of Florida's cardroom facilities which the membership views as critical to achieve the public purposes expressed in ss. 849.086(1), Florida Statutes
- B. The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the IRS Code.
- C. No compensation shall be paid to any member, officer, director, trustee, creator, or organizer of the corporation except as a reasonable allowance for services actually rendered to or for the corporation.
- D. In no event shall the corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under the IRS Code and applicable rules and regulations thereunder.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV:

- A. Membership in this Corporation shall be available to those individuals, firms, and corporations interested in the objectives and purposes of the Corporation as outlined in Article III, and who qualify under and comply with the Bylaws and such rules and regulations as may be established by the Corporation.
- B. Except as otherwise provided in Article III, paragraph C, no member shall be paid any part of the income, accumulated surplus, assets, or funds of the corporation.

ARTICLE V: This Corporation shall be managed by a Board of Directors. The Officers and the Executive Committee shall have full executive power as provided in the Bylaws to manage the Corporation when the Board of Directors is not in session. Directors shall be elected and/or appointed as provided in the Bylaws.

ARTICLE VI: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c) (6) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the

Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof, distributed to one or more organizations that are exempt from taxation under section 501(c)(6) and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(6) of the Code.

ARTICLE VII: Any person or future director or officer of the Corporation and any present or future director or officer of any other corporation serving as such at the request of this Corporation, because of this Corporation's interest in such other corporation, or the legal representative of any such director or officer shall be indemnified by this Corporation against reasonable costs and expenses and counsel fees paid or incurred in connection with any action, suit or proceeding to which any director or officer, or his legal representative, may be made a party by reason of his being or having been such director or officer; provided:

- A. Such action, suit or proceeding shall be prosecuted against such director or officer or against his legal representative to a final determination and shall not be finally adjudged in said action, suit or proceeding that he has been derelict in the performance of his duties as such director or officer, and
- B. Said action, suit or proceeding shall be settled or otherwise terminated as against said director or officer, or his legal representative, without final determination on the merits, and it shall be determined by the Board of Directors in such other manner as may be provided in the Bylaws that said director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding.

The privilege and power conferred by this article shall be in addition to and not in restriction or limitation of any other restriction or power which a corporation not for profit in Florida may have in respect to indemnification or reimbursement of directors or officers.

ARTICLE VIII: The registered agent of this Corporation shall be Daniel R. Russell. The address of the registered agent shall be 215 S. Monroe Street, Second Floor, Tallahassee, Florida 32301-1839.

ARTICLE IX: The name and address of the Incorporator is: Daniel R. Russell, 215 S. Monroe Street, Second Floor, Tallahassee, Florida 32301-1839.

ARTICLE X: The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote

of the Board of Directors at a duly called meeting of the Board of Directors in accordance with the Bylaws.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 18th day of May, 2011.

A handwritten signature in black ink, appearing to read "D.R. Russell", written over a horizontal line.

Daniel R. Russell, Incorporator

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FLORIDA CARDROOM ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Daniel R. Russell
215 S. Monroe Street, 2nd Floor
Tallahassee, FL 32301-1839

SIGNATURE:



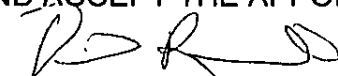
Daniel R. Russell, Incorporator

DATE:

May 18th, 2011

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 APPOINTMENT AS REGISTERED AGENT.

SIGNATURE:



Daniel R. Russell, Registered Agent

DATE:

May 18th, 2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA