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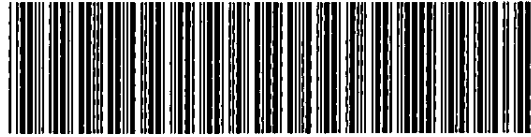
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T. Burch SEP 8, 2011

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Boca Raton Executive Club, Inc.

Signature _____

Requested by: Seth

09/07/11 11:00

Name

Date

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**ARTICLES OF INCORPORATION OF BOCA RATON EXECUTIVE CLUB, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as the incorporator of a not-for-profit corporation pursuant to Florida Statutes, Chapter 617, adopts the following Articles of Incorporation for the corporation:

Article I. Name and Principal Address

1.1 Name. The name of the corporation shall be Boca Raton Executive Club, Inc.

1.2. Principal Address. The principal address of the corporation at the time of incorporation is 7777 Glades Road, Suite 100, Boca Raton, Florida 33434.

Article II. Duration

2.1 Duration. The duration of this corporation is perpetual unless dissolved according to law.

2.2. Commencement of existence. Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

Article III. Purpose and Powers

3.1 Purpose. The purpose for which this corporation is organized is:

3.1.1 to promote and improve the business conditions of one or more lines of businesses represented by its members and within the community as a business league by means of social gatherings and lectures;

3.1.2 to promote social intercourse and networking among the members by means of luncheons, dinners, presentations, social gatherings, and other kindred forms of entertainment; and

3.1.3 to engage generally in any causes or objects or activities similar to the above mentioned in order to promote the common economic interests of its members within the community.

3.2 Nonprofit Purpose. This corporation is formed and shall be operated exclusively as a business league for the promotion of the common business interests of its members and for other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

3.3 Florida Not for Profit Corporation Act. The corporation is a not-for-profit corporation as defined by the Florida Not for Profit Corporation Act, Fla. Stat. § 617.01401 ("Act"). As such, it

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is not organized for the pecuniary gain or profit of, and of the net earnings no part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Act.

3.4 Federal Tax Exemption. This corporation is intended to have the status of a corporation that is exempt from income taxation pursuant to 26 U.S.C.A. §501(a) as a business league defined under 26 U.S.C.A. §501(c)(6) and these Articles and all powers and activities of the corporation shall be construed accordingly.

3.4 Powers. This corporation shall have and exercise all powers conferred on not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in the Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in Sections 3.1 through 3.3.

Article IV. Qualifications and Admission of Members

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

Article V. Registered Office and Registered Agent

The street address of the corporation's initial registered office is 7777 Glades Road, Suite 100, Boca Raton, Florida 33434, and the name of the corporation's initial registered agent at that address is Elliot Koolik.

Article VI. First Board of Directors

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Name	Address
Elliot Koolik	7777 Glades Road, Suite 100 Boca Raton, Florida 33434
Erika R. Lewin-Harris	1675 N. Military Trail, 5th Floor Boca Raton, FL 33486
Jason Solodkin	4000 Hollywood Blvd. Suite 495-S Hollywood, FL 33021

Article VII. Management of Corporate Affairs

7.1 Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than three directors. The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the board of directors.

7.2 Election of Directors. The method of electing directors shall be as set forth in the bylaws.

7.3 Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

7.4 Standing Committees. The Board of Directors may establish standing committees which shall be comprised of its members. A committee's powers and duties may be specified in the bylaws or may be appointed by the board of directors.

Article VIII. Incorporator

The name and address of the incorporator is as follows:

Name	Address
Elliot Koolik	7777 Glades Road, Suite 100 Boca Raton, Florida 33434

Article IX. Income from Public Events

If this corporation holds any events in which members of the general public are invited to participate for a fee, no part of the net proceeds, if any, attributable to participation by nonmembers shall be distributable to, or shall inure for the benefit of its directors, officers or members except to the extent permissible under the Act and 26 U.S.C.A. § 501(c)(6).

Article X. Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

Article XI. Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

Article XII. Distribution on Dissolution

In the event of dissolution, after payment of all of the liabilities of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in 26 U.S.C.A. §§ 501(c) or 170(c)(2) or corresponding sections as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

Article XIII. Unincorporated Name

The name of the unincorporated association that is being incorporated is Boca Raton Executive Club.

In witness, the undersigned incorporator has executed these articles of incorporation on this 1 day of August, 2011.



Elliot Koolik
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Elliot Koolik to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.


Witness my hand and official seal in the County and State named above this 1 day of September 2011.




Notary Public
My Commission expires:

Form of ID:

☒ Personally Known
☐ Other FL Driver's Lic

NOTARY PUBLIC-STATE OF FLORIDA
 Sherri A. Greenblatt
Commission # EE122979
Expires: AUG. 20, 2015
BONDED THRU ATLANTIC BONDING CO., INC.

NOTARY PUBLIC-STATE OF FLORIDA
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, the corporation named in the said Articles has named Elliot Koolik, located at 7777 Glades Road, Suite 100, Boca Raton, Florida 33434, as its statutory registered agent.

Having been named the statutory registered agent of said corporation, at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

Dated this 1 day of Sept, 2011.

By: 

Name: Elliot Koolik

Its: Registered Agent

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