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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

First Tee of Miami-Dade Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
FIRST TEE OF MIAMI-DADE FOUNDATION, INC.**

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

(a) The name of the Corporation shall be the **FIRST TEE OF MIAMI-DADE FOUNDATION, INC.** (the "*Corporation*").

(b) The street address of the initial principal office of the Corporation shall be 1802 NW 37th Avenue, Miami, Florida 33125.

(c) The mailing address of the Corporation shall be 1802 NW 37th Avenue, Miami, Florida 33125.

**ARTICLE 2
TERM OF EXISTENCE AND DEFINITIONS**

(a) The Corporation shall have perpetual existence.

(b) For purposes of these Articles, the following definitions shall apply:

(1) The term "*Internal Revenue Code*" shall refer to the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax laws.

(2) The term "*First Tee of Miami-Dade*" shall refer to DADE AMATEUR GOLF ASSOCIATION, INC. (doing business as FIRST TEE OF MIAMI-DADE AMATEUR GOLF ASSOCIATION), a Florida not for profit corporation, a charitable organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and a publicly supported charity as described in Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code, or its successor or successors.

**ARTICLE 3
PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in Paragraph (b) below, the purpose of the Corporation is to engage in activities that benefit First Tee of Miami-Dade, a publicly supported charitable organization. At all times, the Corporation shall be organized and operated solely to support, benefit, perform the functions of, and carry out the purposes of First Tee of Miami-Dade. The Corporation may engage in any activity that reasonably benefits First Tee of Miami-

Dade, including, but not limited to, the following: making payments to or for the use of First Tee of Miami-Dade; providing services or facilities for First Tee of Miami-Dade; carrying on independent programs or activities which in turn support or benefit First Tee of Miami-Dade; and the solicitation of funds for contribution to build an endowment fund for the short-term and long-term needs of First Tee of Miami-Dade.

(b) Despite any other provision of these Articles or Florida law:

(1) The Corporation shall not operate to support or benefit any organization other than First Tee of Miami-Dade, and shall only engage in activities in furtherance of the Corporation's charitable purpose to support and benefit First Tee of Miami-Dade.

(2) No part of the net earnings of the Corporation shall inure to the benefit of any Member (other than First Tee of Miami-Dade), 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, affecting one or more of its purposes).

(3) No Member (other than First Tee of Miami-Dade), 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.

(4) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(5) The Corporation shall not engage in any excess benefit transaction as defined in Section 4958(c) of the Internal Revenue Code.

(6) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(7) The Corporation shall not take any action that would cause the Corporation to fail to qualify as a "Type I" supporting organization, as such term is defined and used under Section 509 of the Internal Revenue Code and corresponding Treasury regulations.

(8) The Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, or by organizations, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. The Corporation shall at all time operate as an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and nothing in these Articles shall be construed to the contrary.

ARTICLE 4 **POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE 5 **MEMBERS**

(a) The Corporation shall have one class of Members. The sole Member of the Corporation is First Tee of Miami-Dade.

(b) The rights of the Member, and the qualification and designation of a successor Member (if any), shall be as set forth in the Bylaws of the Corporation.

ARTICLE 6 **DIRECTORS**

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.

(b) All members of the Board of Directors shall be elected by the Board of Directors of First Tee of Miami-Dade (the governing body of the sole Member of the Corporation), or by any committee or officer of First Tee of Miami-Dade that is duly authorized by the Board of Directors of First Tee of Miami-Dade to act in such a capacity.

(c) Despite any other provision in these Articles or under Florida law, the Board of Directors shall not at any time be filled by a majority of individuals (or 50% of individuals) who are disqualified persons as defined in Section 4946 of the Internal Revenue Code, other than First Tee of Miami-Dade, and other than the foundation managers (as defined in Section 4946 of the Internal Revenue Code).

(d) The names and addresses of the initial members of the Board of Directors of the Corporation, as elected and authorized by First Tee of Miami-Dade, are as follows:

- (1) **MICHAEL D. WOHL**
c/o Pinnacle Housing Group
9400 S Dadeland Blvd, Suite 100
Miami, FL 33156
- (2) **CHARLES A. DeLUCCA, JR.**
6840 Loch Ness Drive
Miami Lakes, Florida 33014
- (3) **CHARLES DeLUCCA, III**
6840 Queen Palm Terrace
Miami Lakes, Florida 33014

(e) The manner in which future Directors are to be elected or appointed shall be as set forth in the Bylaws of the Corporation, subject to the restriction in Paragraphs (b) and (c) above. The number of Directors may be increased or decreased in the manner provided in the Bylaws of the Corporation, but the Corporation shall always have at least three (3) Directors.

ARTICLE 7 **BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Directors of the Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, except as otherwise provided in the Bylaws.

ARTICLE 8 **AMENDMENT OF ARTICLES OF INCORPORATION**

The Board of Directors of First Tee of Miami-Dade (or any committee or officer of First Tee of Miami-Dade that is duly authorized by the Board of Directors of First Tee of Miami-Dade to act) may amend these Articles of Incorporation at any time, and shall follow the procedures for amending articles of incorporation of a corporation not for profit prescribed by Florida law.

ARTICLE 9 **DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code.

ARTICLE 10 **REGISTERED OFFICE AND REGISTERED AGENT**

(a) The street address of the Corporation's initial registered office is C/O Pinnacle Housing Group, 9400 S. Dadeland Blvd., Suite 100, Miami, Florida 33156.

(b) The name of the Corporation's initial registered agent at that address is MICHAEL D. WOHL.

ARTICLE 11
INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

DADE AMATEUR GOLF ASSOCIATION, INC.
1802 NW 37 Avenue
Miami, Florida 33125

IN WITNESS WHEREOF, the incorporator of the Corporation has executed these
Articles of Incorporation on 9/12, 2012.

DADE AMATEUR GOLF ASSOCIATION, INC.



By: Charles A. De Lucca, Jr., President

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.



Michael D. Wohl

Registered Agent

Date: 9/12, 2012

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