

N120000011957

(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



500242899155

12/26/12--01034--009 **70.00

FILED
12 DEC 26 AM 7:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/27
96

Miami Springs/Virginia Gardens Optimist Club, Inc.
1101 Wren Ave
Miami Springs FL 33166

TEL: 305-888-7301

FAX: 305-888-9410

Date: 8/29/12

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

REVIEWED

By WILLIAM GARMAN at 11:13 am, Aug 30, 2012

RE: ARTICLES OF INCORPORATION OF Miami Springs/Virginia Gardens Optimist Club, Inc.

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of Miami Springs/Virginia Gardens Optimist Club, Inc., a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

Please send a file stamped copy of the Articles of Incorporation to

Miami Springs/Virginia Gardens Optimist Club, Inc.
Bill Tallman
1101 Wren Ave
Miami Springs FL 33166

Thank you for your prompt attention.

PLEASE ATTACH \$70.00 CHECK HERE

Respectfully,

Bill Tallman

**ARTICLES OF INCORPORATION
OF
Miami Springs/Virginia Gardens Optimist Club, Inc.
A NON-PROFIT CORPORATION**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

Miami Springs/Virginia Gardens Optimist Club, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1101 Wren Ave, Miami Springs FL 33166 , and the mailing address is the same.

ARTICLE III - PURPOSE OF THE CORPORATION

Said organization is organized exclusively for charitable, religious, educational, and specific 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, or corresponding section of any future federal tax code.

The specific Purpose(s) are:

To educate & develop Optimism as a philosophy of life utilizing the tenets of the Optimist Creed;

To educate & promote an active interest in good government and civic affairs;

To educate & inspire respect for the law;

To educate & promote patriotism and work for international accord and friendship among all people

To educate, aid and encourage the development of youth, in the belief that the giving of one's self to others will advance the well-being of humankind, community life and the world.

To provide charitable goods and services to our community and other non profit organizations.

ARTICLE IV - DIRECTORS

The number of initial directors of this corporation is 3. Their names and address are as follows:

Bill Tallman
901 Falcon Avenue
miami springs FL 33166

Tony Silva
1298 Robin Avenue
Miami Springs FL 33166

Robert Vico

FILED
12 DEC 26 AM 7:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

571 Nightingale Ave
Miami Springs FL 33166

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the by-laws

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of this corporation are:

Bill Tallman
901 Falcon Avenue
miami springs FL 33166

ARTICLE VII - INCORPORATOR

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Bill Tallman
901 Falcon Avenue
miami springs FL 33166

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IX - MEMBERSHIP

The corporation shall have yes members.

ARTICLE X - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - Dissolution

FILED
12 DEC 26 AM 7:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Upon the 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 to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XIV - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

ARTICLE XV - COMPENSATION RESTRICTION

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.


ARTICLE XVI - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(c)(2) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Dated: 10/25/12

FILED
2012 OCT 26 AM 7:45
CLERK OF STATE
TREASURY
FLORIDA


Bill Tallman, Incorporator

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.

Dated: 1-12-2012


Bill Tallman, Registered Agent

FILED
12 DEC 26 AM 7:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA