

# H13000009449

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To: Division of Corporations  
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From: Account Name : FLORIDA INCORPORATORS, INC.  
Account Number : 075350000473  
Phone : (813) 632-7882  
Fax Number : (305) 402-3141

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Email Address: gabriel.puelloa@vel.com

### FLORIDA PROFIT/NON PROFIT CORPORATION Florida International University Rugby Club, Inc.

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|-----------------------|---------|
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Articles Of Incorporation

Of

Florida International University Rugby Club, Inc.

A Florida Corporation Not For Profit

WE, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under the following provisions:

ARTICLE I - THE NAME OF THE CORPORATION

The name of the Corporation shall be Florida International University Rugby Club, Inc. (the "Corporation").

FLORIDA INCORPORATORS, INC.  
8875 Hidden River Pkwy, Ste 300-1  
Tampa, FL 33637  
(813) 632-7882

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ARTICLE II - ADDRESS

The street address of the initial principal office and mailing address of the Corporation shall be 9011 SW 10<sup>th</sup> Terrace, Miami, FL 33174.

ARTICLE III - PURPOSES

The purpose and objects for which this Corporation is formed are as follows:

(a) to teach and improve rugby skills to male and female players, to promote team spirit through competitive games with other rugby clubs, to provide athletic conditioning as well as the conditioning of the players' aggression in a sportsman-like manner on and off the field, and to recognize and promote the national growth and interest of Men's and Women's rugby

(b) To operate as an exclusively religious, charitable, scientific, literary and educational corporation within the meaning of Section 501(c)(3) of

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the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this corporation shall not carry on activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, including but not limited to no substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) To perform any operation and to conduct any affairs authorized by the Florida Corporations Not for

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Profit Code, and to conduct and perform any and all activities that may be related, no matter how remotely, to any of the foregoing purposes.

ARTICLE IV - MEMBERS

Section 1. Members. The corporation shall have one class of members, and the rights, powers and privileges of all members shall be equal.

Section 2. Qualifications. The membership of the corporation shall consist of such person(s) who shall have matriculated to Florida International University, paid seasonal dues as set by the Board of Directors, maintained regular attendance at team practices and matches, and who conduct themselves in accordance with FIU policies and in accordance with the rules of this club and the bodies who sanction its play.

Section 3. Termination. The death or resignation of any member or the removal of any member by the Board of Directors, with or without cause, shall automatically

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terminate the membership of such person in the Corporation.

Section 4. Liabilities of Members. No member of the Corporation now or hereafter elected, shall be personally liable to the creditors of the Corporation for any indebtedness or liability and any and all creditor shall look only to the assets of the Corporation for payment. No member shall be liable for any dues or assessments.

Section 5. Property Rights. The members of the Corporation shall have no property rights in the assets of the Corporation, upon dissolution or otherwise.

Section 6. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE V - TERM

This corporation shall have a perpetual existence.

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ARTICLE VI - INCORPORATOR

The name and address of the incorporator forming this corporation not for profit is as follows:

Gabriel Puello  
9011 SW 10<sup>th</sup> Terrace  
Miami, FL 33174

ARTICLE VII - DIRECTORS

The government of and the management of the affairs of the Corporation shall be vested in a Board of Directors composed of members of the Corporation in good standing, which Board of Directors shall be elected by the members of the Corporation at the annual meeting of such members which shall be held in accordance with the Bylaws, but such number shall never be less than three (3). The names and addresses of the initial Board of Directors of the Corporation are as follows:

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| <u>Name</u>                                  | <u>Address</u>  |
|--|---|
| Gabriel Puello<br>Director, President        | 9011 SW 10 <sup>th</sup> Terrace<br>Miami, FL 33174                   |
| Kyle Gilbert<br>Director, V. President       | FIU Rugby Club, RC 103<br>Florida International U.<br>Miami, FL 33199 |
| Jose Laphitzondo<br>Director, V. President   | FIU Rugby Club, RC 103<br>Florida International U.<br>Miami, FL 33199 |
| Luiz Felipe Echeverry<br>Director, Treasurer | FIU Rugby Club, RC 103<br>Florida International U.<br>Miami, FL 33199 |

ARTICLE VIII - PROPERTY OF THE CORPORATION

The property of this corporation is irrevocably dedicated to nonprofit purposes and no part of the net income or assets of this corporation shall inure to the benefit of any Director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for

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payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational or literary purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or its successor provisions. Such distribution is hereby further restricted to entities which, at the time of such distribution, pursue similar goals as Florida International University Rugby Club, Inc. Provided, however, the foregoing further restriction shall not apply if, after a diligent search by the Board of Directors, no tax exempt entity can be found which satisfies such further restriction.

ARTICLE IX - AMENDMENTS

The Articles of Incorporation for this Corporation may be amended by a majority vote of the Directors present at any regular or special Board of Directors

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meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director setting forth the intention to amend the articles of incorporation at such meeting.

The Bylaws of the Corporation may be adopted, amended or rescinded by a majority vote of the Directors present at any regular or special Board of Directors meeting, provided that a quorum is present at such meeting, and further provided that at least ten (10) days written notice is given to each Director setting forth the intention to make, amend or rescind any of the bylaws at such meeting.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

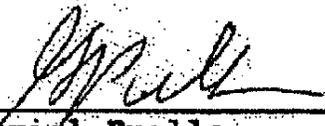
The initial registered office and initial registered agent of this corporation shall be as follows:

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Gabriel Puello  
9011 SW 10<sup>th</sup> Terrace  
Miami, FL 33174

IN WITNESS WHEREOF, the undersigned incorporator  
has executed these Articles of Incorporation this  
October 17, 2013.



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Gabriel Puello  
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is Florida International University Rugby Club, Inc.
2. The name and address of the registered agent is:

Gabriel Puello  
9011 SW 10<sup>th</sup> Terrace  
Miami, FL 33174

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.

  
\_\_\_\_\_  
Gabriel Puello

17 OCT 2013

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