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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MAGIC ON THE BAY AT JIMBO'S, INC.**

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**ARTICLES OF INCORPORATION  
OF**

**MAGIC ON THE BAY AT JIMBO'S, INC.**

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The undersigned incorporator, for the purpose of forming a Florida Not-for-profit corporation, which is organized under the laws of the State of Florida, hereby certify that the corporation is in compliance with Chapter 617, F.S., and adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be Magic on the Bay at JIMBO'S, Inc. (the "Corporation").

**ARTICLE II**

**ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the Corporation's initial principal office and the mailing address of the Corporation are:

2000 Ponce de Leon Boulevard, 6<sup>th</sup> Floor  
Coral Gables, Florida 33134

**ARTICLE III**

**DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

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ARTICLE IVCORPORATE PURPOSES

The Corporation is organized as a corporation not for profit, exclusively for such lawful purposes as will qualify it for exception from federal income tax as an organization described by Section 501(c)(2) of the Internal Revenue Code of 1986 (the "Code") or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the specific and exclusive purpose of the Corporation is to hold title to property, collect income from that property, and to turn over the entire amount, less expenses, to Magic on the Bay, Inc., a Florida not for profit corporation that is described in Section 501(c)(3) of the Code and is exempt from federal income taxation under 501(a) of the Code; provided that, if Magic on the Bay, Inc., no longer exists or is no longer described in Section 501(c)(3) of the Code and is no longer exempt from federal income taxation under Section 501(a) of the Code, the Corporation shall engage in such activities for the benefit of another entity that is described in Section 501(c)(3) or another sub-section of Section 501(c) of the Code and is exempt from federal income taxation under Section 501(a) of the Code, as determined by the directors of the Corporation. In carrying out the foregoing purpose and within the scope thereof, the Corporation may engage in any and all lawful activities that may be incidental or reasonably necessary to the furtherance of the Corporation's stated purpose.

ARTICLE VCORPORATE POWERS

The Corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private individuals, except that the 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 Article IV hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the

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publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) The Corporation shall not engage in any activity that generates unrelated business taxable income, as defined in Section 512 of the Code, other than:

(1) income which is treated as unrelated business taxable income solely because of the applicability of Section 512(a)(3)(C) of the Code;

(2) debt financed income which is treated as unrelated business taxable income solely because of Section 514 of the Code;

(3) certain interest, annuities, royalties, or rents which are treated as unrelated business taxable income solely because of Section 512(b)(3)(B)(ii) or (13) of the Code;

(4) rents from personal property leased with real property treated as unrelated business taxable income under Section 512(b)(3)(A)(ii) of the Code solely because such rents attributable to such personal property are more than incidental when compared to the total rents received or accrued under the lease, or under Section 512(b)(3)(B)(i) of the Code solely because such rents attributable to such personal property exceed 50 percent of the total rents received or accrued under the lease; or

(5) gross income described by Section 501(c)(G) of the Code that is incidentally derived from the holding of property and the amount of which does not exceed ten percent (10%) of the Corporation's gross income for the taxable year in which such income is received.

(d) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VI

#### CAPITAL STOCK

The Corporation shall not have capital stock.

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**ARTICLE VII****MEMBERS**

(a) Magic on the Bay, Inc., a Florida not for profit corporation, that is described in Section 501(c)(3) of the Code and is exempt from federal income taxation under Section 501(a) of the Code shall be the sole member of this Corporation; provided that, if Magic on the Bay, Inc., no longer exists or is no longer described in Section 501(c)(3) of the Code and is no longer exempt from federal income taxation under 501(a) of the Code, the directors of the Corporation shall select another entity that is described in Section 501(c)(3) or another subsection of Section 501(c) of the Code and is exempt from federal income taxation under Section 501 (a) of the Code to serve as the sole member of the Corporation.

(b) The qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership and may limit voting rights to one or more of such classes.

**ARTICLE VIII****BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The initial Board of Directors of the Corporation, set forth below, shall hold offices until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

**Director****Address**

John A. Barroso

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

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Beatriz Loret de Mola

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

John A. Barroso II

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Jesabel Beegouignan

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Everardo Fonte

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Joe Avetrani

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Howard Gouz

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Jim DE Silva

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Roberto Vidal

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

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ARTICLE IXAMENDMENTS

These Articles of Incorporation may be amended by majority vote of the voting members of the Corporation in accordance with the procedures provided by Chapter 617, Florida Statutes. Such action may be taken by the voting members present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members without a meeting if a consent in writing, signed by the voting members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

ARTICLE XINITIAL REGISTERED OFFICE AND AGENT

The Corporation designates 2000 Ponce de Leon Boulevard, 6<sup>th</sup> Floor, Coral Gables, Florida 33134, as the street address of the registered office of the Corporation and names John A. Barroso as the Corporation's registered agent at that address to accept service of process within this state.

ARTICLE XIOFFICERS

The Officers of the Corporation, set forth below, shall hold office until their earlier resignation, removal from office inability to act, or death:

OfficersAddress

John A. Barroso, President

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Everardo Fonte, Vice-President

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Roberto Vidal, Vice-President

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Jesabel Beegouignan, Treasure

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

Beatriz Loret de Mola, Secretary

2000 Ponce de Leon Boulevard  
6th Floor  
Coral Gables, Florida 33134

ARTICLE XII

INCORPORATOR

The name and Street address of the Incorporator is John A. Bartoso,  
2000 Ponce de Leon Boulevard, 6th Floor, Coral Gables, Florida 33134.

ARTICLE XIII

DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a applicable, or to the Federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

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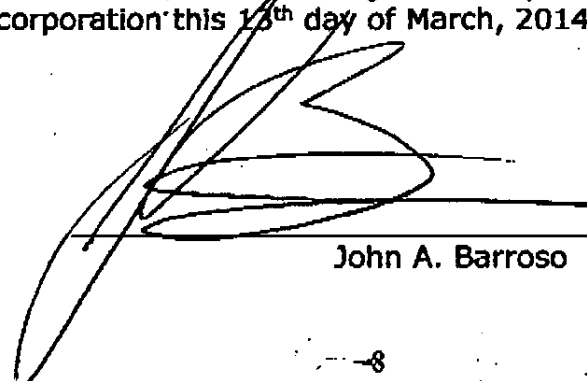
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ARTICLE XIVINDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advance expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of March, 2014.

  
John A. Barroso

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**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at 2000 Ponce de Leon Boulevard, 6<sup>th</sup> Floor, Coral Gables, Florida 33134, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 13<sup>th</sup> day of March, 2014.

By: 

John A. Barroso

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