

# N14000002880

Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Pagoda SL Group, Inc.**

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March 25, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DUSS, KENNEY, SAFER, ET. AL.

SUBJECT: PAGODA SL GROUP, INC.  
REF: W14000018867

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**ARTICLES OF INCORPORATION OF**  
**PAGODA SL GROUP, INC.,**  
**a Florida corporation not for profit**

The undersigned, for the purposes of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation is: PAGODA SL GROUP, INC., a Florida not-for-profit corporation.

**ARTICLE II**  
**ADDRESS**

The address of the principal office and the mailing address of the corporation is:

250-A Park Street  
Jacksonville, Florida 32204

**ARTICLE III**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is: Raymond L. Hays, 250-A Park Street, Jacksonville, Florida 32204.

The name of its initial registered agent at that address is: Raymond L. Hays.

**ARTICLE IV**  
**NO MEMBERS**

The corporation shall not have ownership members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE V**  
**NOT FOR PROFIT**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed and shall not be operated for pecuniary gain or profit. No part of the income or the assets of the corporation shall inure to the benefit of its directors or officers or any other private individual, except to the extent permissible under these articles, under Florida law and under Internal Revenue Code ("Code") Section 501(c)(7) or any similar successor provision thereto.

No member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under Florida law and under Code section 501(c)(7) or any similar successor provision thereto. The corporation shall never be authorized to engage in regular business of any kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated in this Articles of Incorporation for which the corporation is organized. The Corporation shall be supported by its membership fees, dues and assessments.

#### ARTICLE VI DURATION

The duration (term) of the corporation is perpetual.

#### ARTICLE VII PURPOSES

The corporation is organized, and shall be operated exclusively for the purposes described in Section 501(c)(7) of the Internal Revenue Code of 1986, as now or hereafter amended (the "Code"), including, but not limited to:

(a) To acquire and administer funds and property which, after the payment of necessary expenses derived solely from its membership fees, dues and assessments, shall be devoted exclusively to the personal contact and interaction of its members for the purpose of fostering the knowledge of its members and between its members with respect to the use and enjoyment of the Mercedes Benz Pagoda SL, and to facilitate its preservation, maintenance and image, within the meaning of Code Section 501(c)(7). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Code Section 501(c)(7) (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation contributions to which are deductible under Code Section 170(c)(2) (or the corresponding provision of any future United States Internal Revenue Law); and

(b) To engage in such other activities for any other lawful purpose not specifically prohibited to corporations under the Nonprofit Corporation Code of the State of Florida.

#### ARTICLE VIII POWERS

Solely for the above purposes, the corporation shall have the following powers:

A. To engage in and transact all activities necessary for the preservation, support, maintenance, promotion and enhancement of the knowledge of the Mercedes Benz Pagoda SL and its image.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

#### ARTICLE IX LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but 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 above in these Articles.

#### ARTICLE X TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in Code section 501(c)(7), or any similar successor provisions thereto. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda, attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office to such extent as would result in the loss of exemption under Code section 501(c)(7) or any similar successor provision thereto, nor shall any part of its property or any of the income therefrom be devoted to such purposes.

#### ARTICLE XI DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having

jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in Code sections 170(c)(1), 170(c)(2), or 501(c)(3) and is itself described in Code section 509(a)(1), (2) or (3).

## ARTICLE XII BOARD OF DIRECTORS

There shall be a Board of Directors consisting of at least three (3) individuals. The initial Board of Directors shall consist of the following individuals:

Peter F.C. van Es  
Mozartlaan 35  
1217 CM Hilversum  
The Netherlands

Raymond L. Hays  
250-A Park Street  
Jacksonville, Florida 32204

Alfred F. Esser  
443 Marview Lane  
Solana Beach, California 92075

Subsequent board members shall be determined as provided in the bylaws of the corporation.

## ARTICLE XIII OFFICERS

The corporation's officers shall be determined in the manner provided in the bylaws of the corporation.

## ARTICLE XIV INCORPORATORS

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

John S. Duss, IV, Esq.      4348 Southpoint Boulevard, Suite 101  
Jacksonville, Florida 32216

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ARTICLE XV  
BYLAWS

The bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XVI  
AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

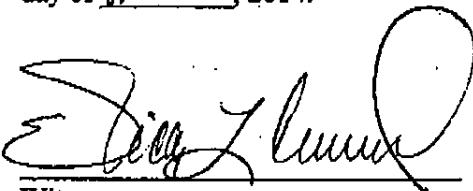
ARTICLE XVII  
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY


The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XVIII  
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date on which these Articles of Incorporation are filed with the Florida Department of State.

I, the undersigned incorporator, have signed these Articles of Incorporation this 21<sup>st</sup> day of March, 2014.

  
\_\_\_\_\_  
Witness

 (SEAL)  
\_\_\_\_\_  
John S. Duss, IV  
Authorized Person

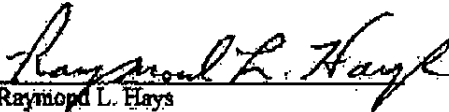
This Instrument Prepared by:  
John S. Duss, IV, Attorney-At Law  
4348 Southpoint Boulevard, Suite 101  
Jacksonville, Florida 32216  
Phone: (904) 543-4300 FL Bar No. 0104019

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**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
Raymond L. Hays  
Registered Agent

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