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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K 05/08/14

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: RYO of Sebring, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jay Fleisher, Esq.

Name (Printed or typed)

11380 Prosperity Farms Rd., Ste. 204

Address

Palm Beach Gardens, FL 33410

City, State & Zip

561-627-7004

Daytime Telephone number

jayfleisher.esq@att.net

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
RYO of Sebring, Inc.
(A Corporation Not-For-Profit)

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TALLAHASSEE, FLORIDA

The undersigned, who is a citizen of the United States, in order to form a Not for Profit corporation under the provisions of the Florida Not for Profit Corporation Act (Chapter 617 Florida Statutes), hereby signs, verifies and submits the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be **“RYO of Sebring, Inc.** (hereinafter referred to as the "Corporation)."

ARTICLE II

INITIAL AND PRINCIPAL OFFICE AND PLACE OF BUSINESS

The initial and principal office and place of business of the Corporation shall be 740 Sebring Square, Sebring, FL 33870 or at such other place as may be designated, from time to time, by the Board of Directors (the "Board").

ARTICLE III

DURATION

The term of duration of the Corporation is perpetual, unless it is dissolved pursuant to any applicable provision of the Florida Statutes.

ARTICLE IV

PURPOSE AND POWERS

The sole purpose of the Corporation is to operate private clubs in various locations in Florida, on real property and attendant facilities leased or rented to it by third parties, all exclusively for the recreation, pleasure, and benefit of its members. To carry out this purpose, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, to borrow money and to lend money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, unless otherwise restricted by these Articles or the By-Laws.

ARTICLE V

CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders. Certificates of membership shall be issued to qualified members.

ARTICLE VI

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TALLAHASSEE, FLORIDA

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Corporation does not permit pecuniary gain or profit. No dividend shall be paid and no part of the income of the Corporation shall inure to the benefit of any member, Board member or officer, and as such they will have no interest in or title to any of the property or assets of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its Board members and officers for expenses reasonably incurred in performing services rendered to the Corporation, nor shall anything herein be construed to prohibit payment by the Corporation of compensation in a reasonable amount to a Board member or officer for services rendered to the Corporation in a capacity other than as a Board member or officer, but only as approved by the Board.

ARTICLE VII

MEMBERS

The members of the Corporation shall be those persons to whom membership certificates are issued, as provided in Article VIII herein below.

ARTICLE VIII

MEMBERSHIPS

The Corporation shall have members.

Eligibility for and procedures for issuing such memberships shall be as provided in the By-Laws. Members shall have such voting rights and shall pay such membership, initiation and other fees, assessments, dues and charges as provided in the By-Laws.

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ARTICLE IX

TRANSFER OF MEMBERSHIP

A membership may be transferred only through reissuance of the membership certificate evidencing such membership by the Corporation in accordance with the procedure set forth in the By-Laws.

ARTICLE X

BOARD OF DIRECTORS

A. The Board of Directors shall be comprised of members. The number, authority and qualifications of members of the Board of Directors shall be as provided in the By-Laws. Each member of the Board of Directors shall serve for a term of one (1) year and until their successors shall be selected.

B. The Board of Directors will be responsible for the administration of the Corporation, and will have the exclusive authority to establish membership and initiation fees, set dues and assessments, establish rules and regulations and, in general, control the management and officers of the Corporation in accordance with the provisions of the By-Laws.

C. The number of Directors may either be increased or decreased from time to time, in accordance with the By-Laws, but shall never be less than three (3).

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ARTICLE XI

OFFICERS

The affairs of the Corporation shall be managed by a President, a Secretary and a Treasurer and such other officers and assistant officers as the Board from time to time determines appropriate. The officers of the Corporation shall be selected by the Board of Directors at its organizational meeting. Each Officer shall serve for a term of one (1) year and until their successors shall be selected. Officers shall be selected from the board members.

ARTICLE XII

REMOVAL OF DIRECTORS AND OFFICERS

Any Board member or officer may be removed with or without cause and for any reason prior to the expiration of his or her term in the following manner:

- A. Any Board member may be removed with or without cause and for any reason, upon a petition to the Board of Directors in writing signed by twenty percent (20%) of the members then entitled to vote and the approval of such recall, at a meeting of the members at which a quorum is present, by a two-thirds (2/3) vote of the members voting at such meeting, either in person or by proxy. The Board of Directors shall call a special meeting to be held within sixty (60) days after receipt of the petition and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting the subject Board member shall be given the opportunity to be heard.

B. Any officer may be removed with or without cause, and for any reason, by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XIII

LIABILITY FOR DEBTS AND INDEMNIFICATION

Neither the members nor the officers or Directors of the Corporation shall be liable for the debts of the Corporation. The Corporation shall indemnify and hold harmless each person who shall serve at any time as a Board member or officer of the Corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of his having been, or hereafter being, a Board member or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Board member or officer, and shall promptly pay each such person for all attorneys' fees (including appeals) and other expenses reasonably incurred by him in connection with any such claim or liability.

ARTICLE XIV

AMENDMENT OF BY-LAWS

A. The By-Laws may be altered or amended, by two-thirds (2/3) of the votes cast in person or by proxy at any duly called and constituted annual or special meeting of the members at which a quorum is present. A proposed amendment must be set forth in the notice of the meeting.

B. The By-Laws may also be altered or amended without a meeting by written consent,

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PALM BEACH COUNTY

provided (i) the request for the members' consents sets forth the text of the proposed amendment; (ii) signed consents are delivered to the office of the Corporation within ten (10) business days from the date of mailing of the request for such consent to the voting members by the Corporation; and (iii) such written consents are given within the specified time by two-thirds (2/3) of the members who are eligible to vote.

ARTICLE XV

AMENDMENT OF ARTICLES AND APPROVAL OF OTHER MAJOR ACTIONS

A majority vote of all of the voting members of the Corporation and a majority vote of all of the voting members of the Board of Directors will be required to authorize or approve any of the following actions:

- A. Merger or consolidation of the Corporation with another entity, and
- B. Voluntary dissolution of the Corporation.

Notwithstanding the above, an affirmative vote of ninety percent (90%) of all of the Members entitled to vote shall be required to authorize or approve the sale, lease, exchange, transfer or other disposition of all or substantially all of the Corporation's assets.

ARTICLE XVI

MEMBERSHIP FEES

Membership and initiation fees shall be in such amounts as may be fixed, from time to

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MILWAUKEE COUNTY
WISCONSIN

time, by the Board of Directors in accordance with the provisions of the By-Laws. All membership and initiation fees shall be paid to the Corporation.

ARTICLE XVII

DUES, ASSESSMENTS AND CHARGES

Members shall pay dues, assessments and charges in accordance with the By-Laws.

ARTICLE XVIII

MANAGEMENT AGREEMENT

The Board of Directors may authorize the officers of the Corporation to enter into a management agreement with any person, firm or corporation to manage the affairs of the Corporation.

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CLERK OF DISTRICT COURT
HALLAM, S.D.

ARTICLE XIX

CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction ("matter") between the

Corporation and any other person, firm, association, corporation or partnership ("parties" or "party," as the case may be) shall be affected or invalidated by the fact that any Board member or officer of the Corporation is pecuniarily or otherwise interested in, or is a director, officer or member of any such other party, or is pecuniarily or otherwise interested in such matter, or in any way connected with any parties pecuniarily or otherwise interested therein, provided such contract or transaction has been fully disclosed in writing to the Board of Directors prior to its inception. Any Board member may be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such matter with like force and effect as if he or she were not so interested, or were not a director, member or officer of such other party; however, a Board member who has disclosed a pecuniary or other interest in a matter may not cast a vote on any such matter.

ARTICLE XX

DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed among its members in accordance with the Bylaws.

ARTICLE XXI

INCORPORATOR

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

Name

Address

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CLERK OF COURT
JULIA M. BROWN

Brad Baker

3101 Cynthia Place
Ellenton Fl 34222

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TALLAHASSEE, FLORIDA

ARTICLE XXII

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation shall be 740 Sebring Square, Sebring, FL 33870. The name of the initial registered agent of the corporation at such address shall be Brad Baker.

Acceptance of Appointment

Brad Baker hereby accepts appointment of Registered Agent in the State of Florida for RYO of Sebring, Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the corporation for which I am agent. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Brad Baker, Registered Agent

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation
this 5 day of May, 2014.



Brad Baker, Incorporator

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