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THE CORAL GABLES FRIENDSHIP CLUB, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CORAL GABLES FRIENDSHIP CLUB, INC.
(Document No. N14000011589)**

The undersigned officers, natural persons competent to contract, hereby file these Amended and Restated Articles of Incorporation of THE CORAL GABLES FRIENDSHIP CLUB, INC. (hereafter, the "**Corporation**") pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act (*Florida Statutes*, Chapter 617 (the "**Act**")).

These Amended and Restated Articles of Incorporation ("**these Articles**") were duly adopted pursuant to Section 617.1007 of the Act by the affirmative vote of (i) the Board of Directors of the Corporation at duly called and constituted meeting held on February 16, 2021 and (ii) the members of the corporation entitled to vote at a duly called and constituted meeting held on March 16, 2021, and the number of votes cast was sufficient for approval. These Articles shall be effective upon filing with the Florida Department of State.

ARTICLE I - ORGANIZATION

1.1 **Name:** This Corporation, formed under the Act, shall be known as Friendship Bridge Club, Inc. The name under which the Corporation was formed is The Coral Gables Friendship Club, Inc.

1.2 **Offices:** The principal offices and mailing address of the Corporation shall be located at 6304 South West 78th Street, South Miami, Florida 33143, or at such place or places as the Board of Directors may from time to time designate.

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ARTICLE II - PURPOSE

The Corporation is organized and shall operate exclusively for pleasure, recreation and other similar non-profit purposes, but limited in all events to exempt purposes described in Section 501(c)(7) of the Internal Revenue Code of 1986; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. The principal purpose of the Corporation is to provide a venue (physical or virtually on-line) for contract bridge enthusiasts and like-minded individuals to network, build strong bonds and exchange ideas. More particularly, the Corporation will offer its members the opportunity to play and learn the game of contract bridge, and will hold educational classes, duplicate bridge games and tournaments for the benefit of its members and their guests.

ARTICLE III – CORPORATE POWERS

To accomplish its purposes and mission, the Corporation shall have the following powers:

- (a) To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust, and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation; and
- (b) To exercise all powers granted to corporations not for profit under the laws of the State of Florida.

ARTICLE IV - BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall consist of no less than three (3) persons. The number of Directors may be increased or decreased from time to time in according with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

ARTICLE V – MEMBERSHIP; PERPETUAL EXISTENCE

The Board of Directors may establish one or more classes of non-voting members of the Corporation by resolution. Non-voting membership shall be open to any individual upon receipt of a written application for membership and payment of annual dues, if any. The Corporation shall not have any voting members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote of the Board of Directors. The Corporation shall have perpetual existence.

ARTICLE VI - MISCELLANEOUS PROVISIONS

6.1 Execution of Corporate Instruments: The Board of Directors may designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation. When the execution of any contract, conveyance or other instrument arises in the ordinary course of the Corporation's activities, or has been authorized without specification of an executing officer, any two of the officers may execute the same in the name and behalf of the Corporation and may affix the corporate seal thereto.

6.2 Depositories: All moneys, securities and other valuables of the Corporation shall be deposited in the name of the Corporation in such banks or companies as the Board of Directors from time to time shall designate for such purposes, and shall be withdrawable only by check or orders signed by the signatures of such officer or officers or agents as may be designated from time to time by the Board of Directors.

6.3 Indemnification of Directors and Officers: Each person who acts as a Director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by law against any costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with any action, suit or proceeding in which he or she may be named as a party defendant by reason of his or her being or having been such Director or officer, or by reason of an action alleged to have been taken or omitted by him or her in either such capacity. This right of indemnification shall inure to each Director and officer whether or not he or she is such Director or officer at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him or her is based on matters which antedate the adoption of these Articles; and in the event of his or her death shall extend to his or her legal representatives. Each person who shall act as Director or officer shall be deemed to be doing so in reliance upon such right of indemnification; and such right shall not be exclusive of any other right which he or she may have. The Corporation shall have power to purchase and maintain insurance to indemnify the Corporation and its Directors and officers to the full extent such insurance is permitted by law.

ARTICLE VII - AMENDMENT OF ARTICLES OF INCORPORATION

The Articles may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of law, may be adopted by the Board of Directors of the Corporation present at any regular or special meeting of the Board at which there is a quorum; provided, however, that at least ten (10) days' notice of such proposed amendment shall have been furnished to all of the Directors.

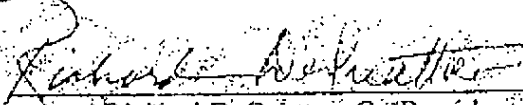
ARTICLE VIII - DISSOLUTION

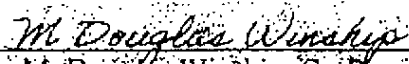
Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of all of the Corporation's debts and liabilities and costs and expenses of such dissolution shall be distributed to the members of the Corporation in the manner set forth in the Bylaws of the Corporation.

ARTICLE IX - REGISTERED OFFICE AND AGENT

The registered office of this Corporation is at c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 West Flagler Street, Suite 2200, Miami, Florida 33130, and the registered agent of this Corporation at such office is Stuart D. Ames.

IN WITNESS WHEREOF, the undersigned, being the Co-Presidents of the Corporation,
have executed these Articles as of March 16, 2021.

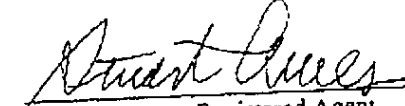

Richard DeQuattro, Co-President


M. Douglas Winship, Co-President

Acceptance of Appointment

Having been named as registered agent as, and to accept service of process for, Friendship Bridge Club, Inc., at the place designated in these Articles, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated: March 16, 2021


Stuart D. Ames, Registered Agent