

FEB/16/2015 05:21 PM

Division of Corporations

Fax No

Page 1 of 2

N150000001631

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000039948 3)))



H150000399483ABC6

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BRENNAN, MANNA AND DIAMOND, P.L.
Account Number : I20050000098
Phone : (239) 992-6578
Fax Number : (239) 992-9328

****Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
JAGUAR CLUB OF SOUTHWEST FLORIDA INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

APPROVED
AND
FILED
15 FEB 16 AM 7:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA
15 FEB 16 PM 4:34
RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

VA

FEB/16/2015/MON 05:24 PM

FAX No.

APPROVAL
AND
FILED002

15 FEB 16 AM 7:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(((H15000039948 3)))

ARTICLES OF INCORPORATION
OF
JAGUAR CLUB OF SOUTHWEST FLORIDA INC.
(A Corporation Not-For-Profit)

The undersigned, for the purpose of forming a corporation not-for-profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is JAGUAR CLUB OF SOUTHWEST FLORIDA, INC.

ARTICLE II

The principal office or mailing address of the Corporation is 4220 Tarpon Avenue, Bonita Springs, Florida 34134.

ARTICLE III

The Corporation is organized exclusively as a social club within the meaning of § 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the Corporation is organized as a limited member hobby/social club whose members engage in the appreciation of automotive design, engineering, and technological advances of Jaguar automobiles, as well as, to further the appreciation of the Jaguar brand, its history, evolution and future direction, and to perform any act incidental to, or in connection with, the foregoing purposes.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under § 501(c)(7) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The Corporation shall have one class of dues paying members consisting of such individual or individuals admitted as members from time to time by the Board of Directors in accordance with the provisions set forth in the Bylaws of the Corporation. The qualifications and rights of the members shall be as set forth in the Bylaws of the Corporation. The members shall have no right, title or interest whatsoever in the income, property or assets of the Corporation, nor shall any portion of such income, property or assets be distributed to any

(((H15000039948 3)))

(((H15000039948 3)))

member upon the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE V

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

Robert Bruce	4220 Tarpon Avenue, Bonita Springs, Florida 34134
Deborah Gant	28395 Del Lago Way Bonita Springs, Florida 34125
James Bruce	6119 Greenville #119 Dallas, Texas 75206

ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until their successors are elected are:

Robert Bruce	President
Deborah Gant	Vice President, Operations
Vicky Bruce	Secretary and Treasurer
James Bruce	Assistant V.P., IT, Media and Communications.

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII

The name and address of the Corporation's registered agent is:

(((H15000039948 3)))

(((H15000039948 3)))

Donna M. Flammang, Esq.
Brennan, Manna & Diamond, P.L.
27200 Riverview Center, Ste. 310
Bonita Springs, Florida 34134

ARTICLE IX

These Articles may be amended as provided in the Bylaws.

ARTICLE X

Upon the liquidation or dissolution of the Corporation, assets, remaining after payment (or provision of payment) of all liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(7) of the Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

The name and address of the incorporator is:

Robert Bruce
4220 Tarpon Avenue
Bonita Springs, Florida 34134

ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 III hereof.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

(((H15000039948 3)))

(((H15000039948 3)))

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(7) of the Code.

ARTICLE XIII

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 16th day of February, 2015, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 

Robert Bruce, Incorporator

(((H15000039948 3)))

(((H15000039948 3)))

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF § 617.0501, 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: JAGUAR CLUB OF SOUTHWEST FLORIDA, INC.
2. The name and address of the registered agent is:

Donna M. Flammang, Esq.
Brennan, Manna & Diamond, P.L.
27200 Riverview Center Blvd., Ste. 310
Bonita Springs, Florida 34134

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.

Registered Agent


Donna M. Flammang, Esq.SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 FEB 16 AM 7:41

APPROVED
AND
FILED

(((H15000039948 3)))