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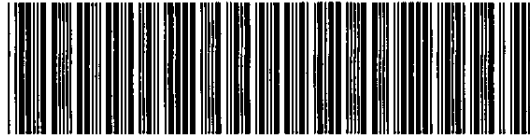
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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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May 29, 2015

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Givati Gun Club, Inc.  
Filing Articles of Incorporation

Gentlemen/Madams:

Enclosed for filing and recordation is the original (executed) Articles of Incorporation of the Givati Gun Club, Inc.(the "Articles") together with the filing fee of \$70.00 (for the corporation and the registered agent) made payable to the Florida Department of State.

Article XI of the Articles provides the registered agent's statement as required by the Dept. of State pursuant to Sec.617.0501(3) of the Florida statutes duly executed and dated.

An additional copy of the executed Articles is included to be marked "Filed" and returned to the undersigned in the attached self-addressed postage pre-paid envelop provided for your convenience.

Thank you for your cooperation and assistance.

Very truly yours

  
Lawrence E. Jaffe

## ARTICLES OF INCORPORATION

OF

GIVATI GUN CLUB, INC.

THE UNDERSIGNED, being over the age of 18 and a citizen of the United States, does hereby certify to the information and executes these Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Corporation Act, Title 36 ("F.S."), Chapter 617, Corporations Not For Profit, ch. 617.01011, et seq.

### ARTICLE I

#### Name

The name of the corporation is Givati Gun Club, Inc. (the "Corporation").

### ARTICLE II

#### Principal Offices

The principal street address and mailing address of the Corporation is 2040 NE 163<sup>rd</sup> Street, Suite 307E, North Miami Beach, Miami-Dade County, FL 33162.

### ARTICLE III

#### Purpose

The Corporation is a non-profit corporation organized and operated not for pecuniary profit. The purpose for which the Corporation is organized is for exclusively charitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 as amended and as may be amended (the "Code"), or any corresponding section of any future federal tax code; including, for such purposes to promote good fellowship among members interested in shooting for sport, to provide opportunities for: (i) improving shooting skills through training and target practice; (ii) travel to shooting venues with members; (iii) learning about and using different firearms; (iv) group and/or discount use of shooting facilities and purchasing of supplies; (v) competitive target shooting; and to afford all the opportunities set forth herein for Jewish Sabbath observing members so events will be scheduled to avoid conflicts with the Jewish Sabbath and Holidays, and all meals and/or refreshments at any of the Corporation's events will only be Kosher food. Further purposes are to encourage organized rifle, pistol and shot gun shooting among members, and to educate citizens and permanent residents of Miami-Dade County and immediately surrounding areas, with knowledge of the safe handling and proper care of firearms, improved marksmanship and self-defense; to further the civic responsibilities of the Corporation's members by augmenting and supplementing the private and public agencies, commissions and departments in the safety and security of the members' communities, including supplementing and assisting in providing security measures for Jewish houses of worship, study halls, cemeteries, residences, and all other Jewish businesses, entities and organizations; to educate and enhance Jewish values of compassion, ethics, righteousness; and to develop characteristics of honesty, good fellowship, self-discipline, team play, and self-reliance, which are essentials of good sportsmanship and the foundation of true patriotism.

In accordance with the purposes and objectives of the National Rifle Association of America, the Corporation will strive to engender support for the individual possession of firearms primarily through the United States Constitution and the Second Amendment right to own, carry and use firearms for personal safety, recreation, and competitive activities.

The Corporation shall also purchase, have, invest in, or otherwise develop maintain and operate lands, buildings or other structures or improvements as incidental to or connected with the above purposes or in advancement thereof on a nonprofit basis with none of its assets to accrue to the organizers, officers, directors, or members of this Corporation except as permitted under the Florida Not For Profit Corporation Act; and provided further, the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III.

The Corporation shall engage and participate in any other lawful purpose not expressly prohibited by the law of the State of Florida. The Corporation shall execute only such powers as are in furtherance of the purposes of organization set forth in the subsection of Section 501(c) of the Code under which the Corporation chooses to qualify for exemption.

#### ARTICLE IV

##### Manner of Election

The qualifications, terms and method of elections of the members of the Board of Directors (the "Board") shall be as specified in the By-Laws of the Corporation.

#### ARTICLE V

##### Initial Officers and/or Directors

The number of members of the Board shall be determined from time to time by the Board, as specified in the By-Laws, but shall not be less than three (3). The names of the initial members of the Board and officers, and their respective addresses, are:

| <u>Name</u>         | <u>Title</u>                 | <u>Address</u>  |
|---------------------|------------------------------|---|
| Charles Ness        | Director/President           | 2040 NE 163rd Street, Ste 307E<br>N Miami Beach, FL 33162 |
| Dr. Stephen Brenner | Director                     | 2040 NE 163rd Street, Ste 307E<br>N Miami Beach, FL 33162 |
| Lawrence E. Jaffe   | Director/Secretary/Treasurer | 2040 NE 163rd Street, Ste 307E<br>N Miami Beach, FL 33162 |

#### ARTICLE VI

##### Distribution on Dissolution

In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property

received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, not so disposed of for any reason shall be disposed of for one or more exempt purposes within the meaning of Section 501(c)(7) of the Code or any corresponding section of the Code, or shall be distributed to the federal, state or local government for charitable education, religious or scientific purposes. Any assets of the Corporation 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, for such purposes or to such organization or organizations as such court shall determine which are organized and operated for such public and/or charitable purposes.

## ARTICLE VII

### Officers/Directors Not Liable for Corporation's Debts

The Board, the officers and the members of the Corporation shall not be subject to the payment of the Corporation's debts.

## ARTICLE VIII

### No Personal Liability; Indemnification

No member of the Board or officer of the Corporation shall be personally liable for damages for breach of any duty owed to the Corporation, except to the extent such relief from such liability is not granted under the Florida Not For Profit Corporation Act.

Furthermore, the Corporation shall indemnify the directors, officers, employees and agents of the Corporation who are involved in any suit, action or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a director, officer, employee or agent of the Corporation, in the manner provided, and to the maximum extent permitted by the Florida Not For Profit Corporation Act and the Florida General Corporation Act.

## ARTICLE IX

### Duration

The duration of the Corporation shall be perpetual.

## ARTICLE X

### Address of Registered Agent

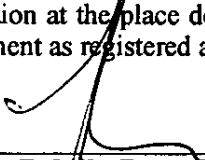
The address of the Corporation's initial registered office is 2040 NE 163<sup>rd</sup> Street, Suite 307E, North Miami Beach, Florida 33162, and the name of the Corporation's initial registered agent at such address is Lawrence E. Jaffe, Esq.

ARTICLE XI

Incorporator

The name of the incorporator of the Corporation is Lawrence E. Jaffe, Esq., whose address is 2040 NE 163<sup>rd</sup> Street, Suite 307E, North Miami Beach, Florida 33162.

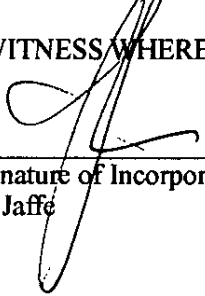
Having been named as the registered agent to accept service of process for the above-stated Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept my appointment as registered agent, and agree to act in this capacity.

  
\_\_\_\_\_  
Lawrence E. Jaffe, Esq.  
(Signature of registered agent)

  
\_\_\_\_\_  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155/F.S.

IN WITNESS WHEREOF, these Articles of Incorporation are executed this date.

  
\_\_\_\_\_  
Required Signature of Incorporator  
Lawrence E. Jaffe

  
\_\_\_\_\_  
Date