

Jul. 15, 2015 10:57 AM Gray Robinson, P.A. No. 432
Division of Corporations Page 1 of 1
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FLORIDA PROFIT/NON PROFIT CORPORATION

Miami Wine Auction, Inc.

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ARTICLES OF INCORPORATION OF
MIAMI WINE AUCTION, INC.

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: MIAMI WINE AUCTION, INC. (the "Corporation"), a Florida not for profit corporation.

ARTICLE II - PURPOSES

This Corporation is organized to do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for a not for profit Corporation to do or exercise under and pursuant to the laws of the State of Florida. Specifically this Corporation is organized for the purpose of supporting the charitable purposes of and for the benefit of charitable organizations as determined from time to time by its Board of Directors.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected by a majority vote of the Board of Directors. The officers of the Corporation shall consist of a President/CEO, Secretary and Treasurer. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his or her election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

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ARTICLE VII - BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3); provided, however, that the number of directors may expand as provided for in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Alberto Dosal	2894 NW 79th Avenue Doral, Florida 33122-1033
John Kozyak	2894 NW 79th Avenue Doral, Florida 33122-1033
Kevin M. Levy	2894 NW 79th Avenue Doral, Florida 33122-1033

The number of directors shall be fixed in the Bylaws of this Corporation. Directors shall be elected as provided in the Bylaws of this Corporation.

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

2894 NW 79th Avenue
Doral, Florida 33122-1033

The name of the registered agent of this Corporation shall be:

Alberto Dosal

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**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

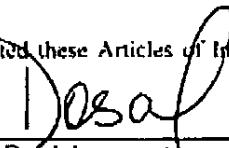
2894 NW 79th Avenue
Doral, Florida 33122-1033

ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

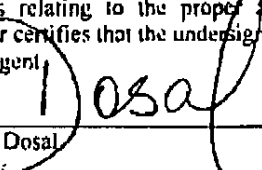
Alberto Dosal
2894 NW 79th Avenue
Doral, Florida 33122-1033

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this
15th day of July, 2015.


Alberto Dosal, Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such 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 the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.


Alberto Dosal

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