

**MS000004807**

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.

(((H15000240389 3)))



H150002403893ABC%

**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

999999/6257

From:

Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
Phone : (904) 359-2000  
Fax Number : (904) 359-8700

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

Email Address:

jkilman@foley.com**FLORIDA PROFIT/NON PROFIT CORPORATION****Miami-Dade Republican Business Club, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

RECEIVED

15 OCT -7 PM 2:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDASECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 OCT -7 PM 8:02

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Fax Audit No H15000240389

**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI-DADE REPUBLICAN BUSINESS CLUB, INC.**

**In compliance with Chapter 617, F.S. (Not for Profit)**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I.**  
**CORPORATE NAME**

Section 1.01 **Name.** The name of the corporation is MIAMI-DADE REPUBLICAN BUSINESS CLUB, INC.

**Article II.**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

Section 2.01 **Address of Principal Office.** The address of the principal office of the corporation is 1221 Brickell Avenue, Miami, Florida 33131.

Section 2.02 **Mailing Address.** The mailing address of the corporation is 1221 Brickell Avenue, Miami, Florida 33131.

**Article III.**  
**CORPORATE PURPOSES**

Section 3.01 **Purposes.** The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. Specifically, the purpose of the Miami-Dade Republican Business Club is to have an organization of notable leaders in business from throughout the South Florida region. Club members are owners, CEOs and presidents of some of the most prominent business organizations in South Florida, many of which have national and global reach. Club members share a belief in limited government that both respects and relies upon the responsibility of the individual to his or her family, community and country. The Club provides a forum for aspiring and current leaders to have a dialogue with some of South Florida's most innovative business leaders, and for these leaders to have their voices heard.

**FILED**  
15 OCT -7 PM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No H15000240389

**Article IV.  
BOARD OF DIRECTORS**

Section 4.01 **Election.** The affairs of the Corporation shall be managed by the Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws. The initial Board of Directors of the Corporation, who shall serve until they are replaced in accordance with the Bylaws, is as follows:

- (1) William Jarrett, Jr.
- (2) Jonathan Kilman
- (3) Jennifer Pratt
- (4) Damon Roberson

**Article V.  
LIMITATIONS ON ACTIONS**

Section 5.01 **Limitations on Actions.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 3.01 of these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**Article VI.  
DISSOLUTION**

Section 6.01 **Dissolution.** Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. 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.

Fax Audit No H15000240389

**Article VII.  
INITIAL REGISTERED OFFICE AND AGENT**

Section 7.01 **Name and Address.** The street address of the initial registered office of this corporation is:

One Independent Drive  
Suite 1300  
Jacksonville, Florida 32202

and the name of the initial registered agent of this corporation at that address is F&L Corp.

**Article VIII.  
INCORPORATOR**

Section 8.01 **Name and Address.** The name and street address of the incorporator(s) of the corporation are as follows:

Erika E. Alba, Esq.  
c/o Foley & Lardner LLP  
One Independent Drive, Suite 1300  
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 7<sup>th</sup> day of October, 2015.

  
Erika E. Alba, Esq., Incorporator

Fax Audit No H15000240389

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick  
Charles V. Hedrick, Authorized Signatory

Dated: October 7, 2015