

N16000001753

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000281964340

02/11/16--01020--011 **70.00

FILED
16 FEB 11 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 22 2016

D CUSHING

NICOLAS J. GUTIÉRREZ ENTERPRISES, LLP
LATITUDE ONE
175 SOUTHWEST 7TH STREET, SUITE 1109
MIAMI, FLORIDA 33130
FEIN: 26-0061058

Telephone No.: (786) 725-5821
Facsimile No.: (786) 221-2750
Cell. No.: (305) 343-3306
E-mail: ngutierrez@gzflaw.com

February 1st, 2016

Via First-Class U.S. Mail

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

Re: Habana Yacht Club, Inc.

Dear Sir or Madam:

Attached please find the Articles of Incorporation for Habana Yacht Club, along with my corresponding check no. 6174 for the \$70.00 not-for-profit filing fee.

Please do not hesitate to contact me directly, if there is anything else you need complete this application.

Sincerely,


Nicolás J. Gutiérrez, Jr.

FILED
16 FEB 1 PM 9:55
TALLAHASSEE, FL
SECRETARY OF STATE

**ARTICLES OF INCORPORATION OF
HABANA YACHT CLUB, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned hereby subscribes these Articles of Incorporation for the purpose of organizing a not-for-profit corporation, under the laws of the State of Florida.

**I.
Name**

The name of the Corporation is HABANA YACHT CLUB, INC. (the "Corporation").

**II.
Address**

The mailing and street address of the Corporation shall be:

201 Alhambra Circle, Suite 540
Coral Gables, Florida 33134-5105

**III.
PURPOSE**

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competitions, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986, as amended, or to the corresponding provisions of future federal tax legislation.

**IV.
Membership**

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation, if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights, except as provided in the Bylaws.

FILED
16 FEB 11 PM 4:55
SECRETARY
TALLAHASSEE

V.
Registered Agent and Registered Office

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

Nicolás J. Gutiérrez, Jr.
175 Southwest 7th Street, Suite 1109
Miami, Florida 33130

VI.
Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h), as amended. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax, under Code Section 501(c)(3), as amended, or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), as amended, then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, as amended, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), as amended, retain any excess business holdings as defined in Code Section 4943(c), as amended, make any investments as to subject the Corporation to tax under Code Section 4944, as amended, or make any taxable expenditures as defined in Code Section 4945(d), as amended.

**VII.
Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three (3). The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Dr. Alberto Bustamante, Jr.
Eduardo Salazar
Harry Skilton

**VIII.
Incorporator**

The name and address of the Corporation's Incorporator is:

Nicolás J. Gutiérrez, Jr.
175 Southwest 7th Street, Suite 1109
Miami, Florida 33130

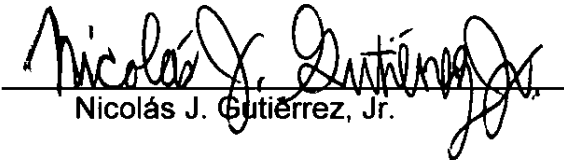
**IX.
Dissolution**

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit Corporation, trust, community fund or foundation that has established its tax-exempt status under Code Section 501(c)(3), as amended.

**X.
Corporate Existence**

The corporate existence of the Corporation shall begin effective as of February 1st, 2016, and be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, as the Incorporator of the Corporation and acknowledged them to be my free and voluntary act, as of this 29th day of January, 2016.


Nicolás J. Gutiérrez, Jr.

FILED
16 FEB 11 PM 4:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Certificate of Designation Registered Agent/Registered Office

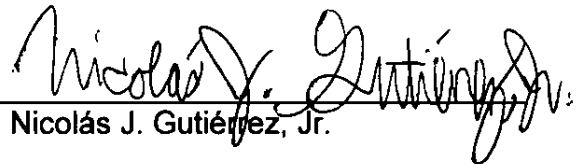
Corporation:

HABANA YACHT CLUB, INC.

Registered Agent:

Nicolás J. Gutiérrez, Jr.
175 Southwest 7th Street, Suite 1109
Miami, Florida 33130

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 obligation of my position as registered agent.


Nicolás J. Gutiérrez, Jr.

FILED
16 FEB 11 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA