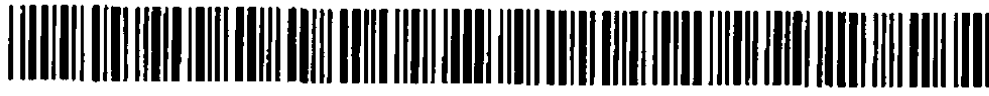


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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
1400 BOULEVARD CLUB, INC.**

The Articles of Incorporation of 1400 Boulevard Club, Inc. ("*Corporation*") were filed on April 14, 2016 and assigned Florida Document Number: N16000003836 ("*Original Articles*").

This amendment is submitted to amend and restate the Original Articles. The Amended and Restated Articles of Incorporation of 1400 Boulevard Club, Inc. are as follows:

**ARTICLE I  
NAME**

The name of the Corporation is: **1400 BOULEVARD CLUB, INC.**

**ARTICLE II  
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 1400 Ne 125<sup>th</sup> Street, North Miami, FL 331161.

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The name and street address of the registered agent of the Company in the State of Florida is: Joao R. Perez, 1000 Belle Meade Island Drive, Miami, FL 33138.

**ARTICLE IV  
PURPOSE**

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("*Code*"), or corresponding section of any future federal tax code.

## **ARTICLE V DIRECTORS**

The number of Directors and the manner in which the Directors are elected or appointed is set forth in the By Laws; provided however, the Corporation shall have not less than three (3) Directors.

## **ARTICLE VI CHARITABLE ORGANIZATIONS PROVISIONS**

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

(a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) Code.

(b) 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization to which contributions are deductible under Code Section 170(c)(2).

(c) Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, 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 VII  
EFFECTIVE DATE**

These Amended and Restated Articles of Incorporation of 1400 Boulevard Club, Inc. shall be effective on the date filed with the Secretary of State, State of Florida.

**ARTICLE VIII  
AUTHORIZATION AND CERTIFICATION  
UNDER SECTION 617.1007(3), FLORIDA STATUTES**

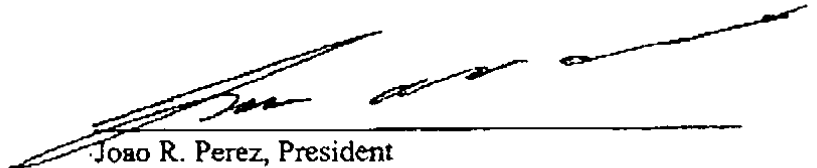
The undersigned hereby certifies as follows:

(a) These Amended and Restated Articles of Incorporation of 1400 Boulevard Club, Inc. were unanimously approved by all of the Corporation's Directors at a meeting of the Board of Directors of all the Directors then in office.

(b) Member approval was not required on any amendment in these Amended and Restated Articles of Incorporation.

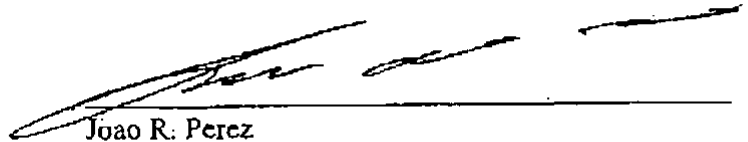
(c) Upon the filing date with the Secretary of State, State of Florida, these Amended and Restated Articles of Incorporation shall supersede and replace the Original Articles in all respects.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of Incorporation on this 3<sup>rd</sup><sup>th</sup> day of September, 2019.

  
\_\_\_\_\_  
Joao R. Perez, President

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Incorporation of **1400 BOULEVARD CLUB, INC.**, as the Registered Agent of this Corporation, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Incorporation, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as Registered Agent.



Joao R. Perez  
1000 Belle Meade Island Drive  
Miami, FL 33138