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FLORIDA PROFIT/NON PROFIT CORPORATION  
COTILLION CLUB OF MIAMI, INC.

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**ARTICLES OF INCORPORATION  
OF  
COTILLION CLUB OF MIAMI, INC.**

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation*

**ARTICLE I  
NAME**

The name of the Corporation shall be COTILLION CLUB OF MIAMI, INC. (the "Corporation")

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this Corporation shall be:

1172 South Dixie Highway  
Suite #297  
Coral Gables, Florida 33146

**ARTICLE III  
PURPOSE**

This Corporation is organized exclusively as a not for profit organization for the purpose of carrying out social club activities including parties and gatherings for the common benefit and

commingling of its members. To this end, the Corporation shall at all times be operated exclusively for pleasure, recreational, nonprofit and noncommercial purposes within the meaning of 26 U.S.C. § 501(c)(7) of the Internal Revenue Code of 1986, as now enacted or hereafter amended including for such purposes and shall have all powers and rights under applicable Florida Law, Not For Profit Corporation Act, F.S. Chapter 617, as amended, and under 26 U.S.C. § 501(c)(7). The social and recreational facilities of this corporation shall not be made available to the general public.

#### **ARTICLE IV**

#### **MEMBERS**

The Corporation shall have members. All members shall be natural persons. The qualifications, privileges and responsibilities of members shall be as provided in the bylaws of the Corporation. Members shall be eligible to vote as specified in these Articles of Incorporation and the Corporation's bylaws.

#### **ARTICLE V**

#### **EXEMPTION REQUIREMENTS**

The Corporation is a not for profit corporation under Chapter 617, F.S., is intended to operate within the meaning of U.S.C. § 501(c)(7) and at all times shall follow the following operating conditions restricting the operations and activities of the Corporation:

1. This Corporation shall have an established membership of individuals, personal contacts and fellowships.
2. No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons except to the extent permissible under 26 U.S.C. §501(c)(7).

3. The Corporation is prohibited from discriminating on the basis of race, color or religion.

4. The organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(7) of the Internal Revenue code or corresponding section of any future U.S. federal tax code.

5. The Corporation shall maintain proper books and records consistent with the requirements of a corporation under Section 501(c)(7) and corresponding sections.

## **ARTICLE VI MANNER OF ELECTION OF BOARD OF DIRECTORS**

The management of the affairs of the Corporation shall be vested in a Board of Directors consisting of no less than three directors, as defined in the Corporation's bylaws. No Director shall have any right, title or interest in or to any property of the Corporation. The Directors shall be elected on an annual basis by a majority vote of the active membership and as otherwise specified in the Corporation's bylaws.

The number of Directors constituting the first Board of Directors is three, their names and addresses being as follows:

Anastasia Briggie  
1172 South Dixie Highway  
Suite #297  
Coral Gables, Florida 33146

Holly Evans  
1172 South Dixie Highway  
Suite #297  
Coral Gables, Florida 33146

Kathleen Weber  
1172 South Dixie Highway  
Suite #297  
Coral Gables, Florida 33146

Members of the first Board of Directors shall serve until the first annual meeting. After that, each director shall be elected by majority vote of the Board of Directors in the manner, and at the times, set forth in the bylaws. The bylaws will provide for the number of Directors that can serve and be elected and their minimum qualifications and responsibilities to the Corporation.

## **ARTICLE VII DURATION**

The duration of the Corporation's existence shall be perpetual.

## **ARTICLE VIII BYLAWS**

The bylaws of the Corporation are to be made, adopted and amended by no less than a two-thirds vote of the Corporation's active members.

## **ARTICLE IX AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any

amendment to them as allowed under applicable law by no less than a two-thirds vote of the Corporation's active members.

## **ARTICLE X** **CIVIL LIABILITY IMMUNITY**

It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other applicable laws.

## **ARTICLE XI** **DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE XII** **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

Perry F. Sofferman, Esq.  
Fowler White Burnett, P.A.  
One Financial Plaza  
100 Southeast 3<sup>rd</sup> Avenue  
21<sup>st</sup> Floor  
Fort Lauderdale, Florida 33394

**ARTICLE XIII**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Perry Sofferman

1172 South Dixie Highway


Suite 297, Coral Gables, Florida 33146

By:   
Savannah Montalban, Attorney-in-Fact  
Incorporator ~~Perry Sofferman~~

8/24/17

Date

*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 obligations of my position as registered agent.*

BY:   
Savannah Montalban, Attorney-in-Fact