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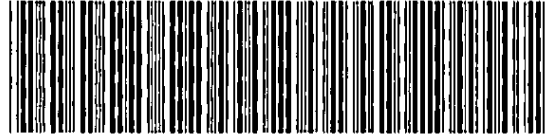
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Articles

1. Fontainebleau 2017 Hurricane Relief Fund, Inc.

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

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**ARTICLES OF INCORPORATION
OF
FONTAINEBLEAU 2017 HURRICANE RELIEF FUND, INC.**

(A Florida Not-For-Profit Corporation)

**Article I
NAME**

The name of this corporation shall be Fontainebleau 2017 Hurricane Relief Fund, Inc. (hereinafter called the "Corporation").

**Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial principal office and/or the mailing address of the Corporation is c/o The Fontainebleau Miami Beach, 4441 Collins Avenue, Miami Beach, Florida 33140.

**Article III
PURPOSE**

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To organize and host an event at the BleauLive Stage at the Fontainebleau Miami Beach in Miami Beach, Florida, on or about November 17, 2017, to be called "Bleau Cares presented by Fontainebleau Miami Beach, The Irie Foundation and Republic National Distributing Company" or similar name and to sell tickets, tables and sponsorships to the event to raise charitable funds for the victims of Hurricanes Irma and Maria who were located in the State of Florida, Puerto Rico and the U.S. Virgin Islands at the time of either or both of such hurricanes;

(b) To accept, hold, administer, invest and disburse for the foregoing charitable purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities; and

(c) To carry on such other related activities as are in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not For Profit Corporation Act and Section 501(c)(3) of the Code.

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Article IV
MEMBERSHIP

The Corporation shall have one (1) member, the Fontainebleau Florida Hotel, LLC, with such qualifications and rights, quorum and voting requirements for meetings of the members and notice requirements sufficient to provide notice of meetings and activities of the members, all of which shall be set forth in the Bylaws of the Corporation.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o The Fontainebleau Miami Beach, 4441 Collins Avenue, Miami Beach, Florida 33140, and the name of the Corporation's initial registered agent at that address is Grace Mora, Vice President and General Counsel.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors shall initially be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner and method of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

Article VII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

Article VIII
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers 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 subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or

(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Article IX **INDEMNIFICATION**

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including, without limitation, attorneys' fees and disbursements, asserted against him/her or incurred by him/her in his/her capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such director, officer, trustee, member, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability. If this Article IX or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless shall indemnify each Director and officer of the Corporation to the fullest extent permitted by all portions of this Article IX that have not been invalidated and to the fullest extent permitted by law.

Article X **PRIVATE FOUNDATION RULES**

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

(a) the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(b) the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

(c) the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(d) the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

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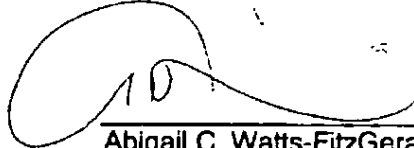
(e) the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

Article XI
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Abigail C. Watts-FitzGerald
c/o Define Goodman Rasco & Watts-FitzGerald, LLP
2800 Ponce de Leon Boulevard, Suite 1400
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 27th day of September, 2017.



Abigail C. Watts-FitzGerald
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

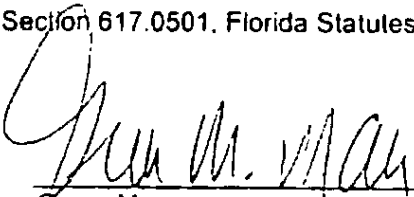
WITNESSETH:

That, Fontainebleau 2017 Hurricane Relief Fund, Inc., desiring to organize under the laws of the State of Florida, has named Grace Mora, located at Fontainebleau Hotel, 4441 Collins Avenue, Miami Beach, Florida 33140, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 27th day of September, 2017.



Grace Mora
Registered Agent

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