

8/31/22, 10:48 AM

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Number : FCA000000023
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

South Beach Tennis Club NFP

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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Corporate Filing Menu

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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: South Beach Tennis Club NFP Inc.

ARTICLE II PRINCIPAL OFFICE

| | |
|---|---|
| Principal <u>street</u> address: <u>40 S. Pointe Dr., Ste. 106</u> <u>Miami Beach, FL 33139</u> | Mailing address, if different is: |
|---|---|

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: See Exhibit A attached hereto.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As provided for in the Bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

| | |
|---|---|
| Name and Title: <u>Aaron Hammer, Director</u> Address: <u>300 S. Pointe Dr., Apt. 1701</u> <u>Miami Beach, FL 33139</u> | Name and Title: <u>George French, Director</u> Address: <u>50 S. Pointe Dr., Apt. 1405</u> <u>Miami Beach, FL 33139</u> |
|---|---|

| | |
|---|---|
| Name and Title: <u>Omar Hernandez, Director</u> Address: <u>300 S. Pointe Dr., Apt. 2605</u> <u>Miami Beach, FL 33139</u> | Name and Title: _____ Address: _____ |
|---|---|

| | |
|---|---|
| Name and Title: _____ Address: _____ | Name and Title: _____ Address: _____ |
|---|---|

Lexus Wingo/BR VIDEO
FRANCHISING
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Page: 4 of 6

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From: Lexus Wingo

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Aaron Hammer

Address: 40 S. Pointe Dr., Ste. 106

Miami Beach, FL 33139

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: John R. Wiktor

Address: 500 W. Madison St., Ste. 3700

Chicago, IL 60661

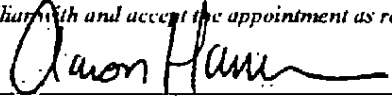
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

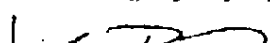


Required Signature of Registered Agent

8/29/22

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



8/29/22

EXHIBIT A

SOUTH BEACH TENNIS CLUB NFP INC.
FLORIDA ARTICLES OF INCORPORATION

ARTICLE III

PURPOSE

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code. Specifically, the distributing of contributions, gifts, grants, bequests, devises, and inheritances, to be applied to charitable, philanthropic, educational and religious activities without segregation or discrimination as to race, creed or religion of its beneficiaries; and to make its grants and funds either directly to or for said purposes, or to existing institutions engaged in like or similar activities or programs.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. To engage in any lawful act or activity, including dealing in and with real estate and personal property, in connection with the pursuance of the above stated charitable purposes and programs.

ARTICLE IX

ADDITIONAL PROVISIONS

- A. No officer, member of the Board of Directors or employee of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operations thereof except reasonable compensation for services actually rendered to or on behalf of said corporation.
- B. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation either exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (and the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any of 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.

- C. Each director of the corporation shall have the full benefits of the limitations on personal liability contained in the Florida Not For Profit Corporation Act (the "Act"). Including, without limitation, the provisions of Section 617.0834 of the Act. In addition no director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, provided, however, that to the extent required by Law this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 617.0834 of the Act, as such section may be amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit.
- D. The corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the corporation), by reason of his acting as a director or officer of the corporation against any expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by such person in respect thereof; provided, however, that, the corporation shall not be obligated to indemnify any such person (i) with respect to proceedings, claims, or actions initiated or brought voluntarily by such person and not by way of defense, or (ii) for any amounts paid in settlement of an action effected without the prior written consent of the corporation to such settlement. Such indemnification is not exclusive of any other right to indemnification provided by law, agreement or otherwise. Expenses that may be subject to indemnification hereunder shall be paid in advance of the final disposition of the action, suite or proceeding to the full extent permitted by the Law, subject to the corporation's receipt of any undertaking required thereby.