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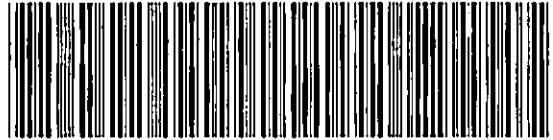
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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

VILLAGE WINE CLUB, INC.

Signature \_\_\_\_\_

Requested by: BA

10/12/22

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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Art of Inc. File \_\_\_\_\_



LTD Partnership File \_\_\_\_\_



Foreign Corp. File \_\_\_\_\_



L.C. File \_\_\_\_\_



Fictitious Name File \_\_\_\_\_



Trade/Service Mark \_\_\_\_\_



Merger File \_\_\_\_\_



Art. of Amend. File \_\_\_\_\_



RA Resignation \_\_\_\_\_



Dissolution / Withdrawal \_\_\_\_\_



Annual Report / Reinstatement \_\_\_\_\_



Cert. Copy \_\_\_\_\_



Photo Copy \_\_\_\_\_



Certificate of Good Standing \_\_\_\_\_



Certificate of Status \_\_\_\_\_



Certificate of Fictitious Name \_\_\_\_\_



Corp Record Search \_\_\_\_\_



Officer Search \_\_\_\_\_



Fictitious Search \_\_\_\_\_



Fictitious Owner Search \_\_\_\_\_



Vehicle Search \_\_\_\_\_



Driving Record \_\_\_\_\_



UCC 1 or 3 File \_\_\_\_\_



UCC 11 Search \_\_\_\_\_



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ARTICLES OF INCORPORATION OF  
VILLAGE WINE CLUB, INC.  
(a Florida Corporation Not for Profit)

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

Article I

Name

The name of the Corporation shall be the Village Wine Club, Inc. The street address of the Corporation shall be 9995 Highway A1A, Vero Beach, FL 32963, and the mailing address of the Corporation shall be 9995 Highway A1A, Vero Beach, FL 32963.

Article II

Purposes

The purposes of the Corporation are as follows:

1. This Corporation is organized for the pleasure, recreation, and nonprofitable purposes of its Members including: (i) access to wine storage, (ii) information about wine, and (iii) opportunities to socialize.
2. To engage in the activities set forth above, and for any other lawful purpose not for pecuniary profit, and the proceeds of which, less necessary and appropriate expenses, shall be devoted exclusively to the purposes enumerated above; and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporate laws or by other law, and to carry out the said purposes in any state, territory, district, or possession of the United States.
3. Notwithstanding any other provision of these Articles, these purposes are limited to those described in Section 501(c)(7) of the Code. Nothing contained in the foregoing statements of purposes shall be construed to authorize the Corporation to carry on any activity for the profit of its Members, or to distribute any gains, profits, or dividends to its Members as such. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation, any Member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

Article III  
Powers

Except as limited by these Articles or the Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objectives and purposes as are now or may hereafter be conferred on not-for-profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

Article IV  
Limitations on Activities

1. The Corporation shall not be conducted or operated for profit, and the foregoing objectives, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

2. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(7) of the Code.

Article V  
Dissolution

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as social and recreation clubs or for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) or Section 501(c)(3) of the Code as the Board of Directors shall determine.

Article VI  
Incorporator

The name and address of the original incorporator of the Corporation is as follows:

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Jeffrey J. Zimmer  
Village Wine Club, Inc.  
9995 Highway A1A  
Vero Beach, FL 32963

Article VII  
Nonstock Corporation

The Corporation shall not have or issue shares of stock.

Article VIII  
Membership

The conditions of membership in the Corporation, and the rights and obligations of its Members, shall be as fixed by, or in the manner provided in, the Bylaws of the Corporation.

Article IX  
Board of Directors

1. The Directors shall elect a Board of Directors in whom shall be vested the management of the affairs of the Corporation. All powers necessary for the governance of the Corporation shall be vested in the Board of Directors. The Board of Directors shall consist of no fewer than three (3) Members. The manner of election of the members of the Board of Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the members of the Board of Directors.

2. As of this date, the names and addresses of the Directors of the Corporation are:

Jeffrey J. Zimmer  
c/o Village Wine Club, Inc.  
9995 Highway A1A  
Vero Beach, FL 32963

Robert E. King, Jr.  
c/o Village Wine Club, Inc.  
9995 Highway A1A  
Vero Beach, FL 32963

Jon J. Rubinstein  
c/o Village Wine Club, Inc.  
9995 Highway A1A  
Vero Beach, FL 32963

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Article X  
Indemnification and Liability

The Corporation shall, to the fullest extent permitted by Section 617.0831 with reference to Sections 617.0834, 607.0831, and 607.0850-607.0859 of the Florida Statutes, as amended from time to time, indemnify all Directors and Officers of the Corporation and, in the discretion of the Board of Directors, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A Director of the Corporation shall under no circumstances have any personal liability to the Corporation or its Members for monetary damages for breach of fiduciary duty as a director, except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of Directors, and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code.

Article XI  
Registered Office and Agent

1. The street address of the registered office of the Corporation is 9995 Highway A1A, Vero Beach, FL 32963.
2. The name of the registered agent of the Corporation located at the address of the registered office is Jeffrey J. Zimmer.

Article XII  
Amendment to Articles of Incorporation

The Articles may be amended, and new articles of incorporation may be adopted either at a regular or special meeting of the Directors by vote of a majority of the Directors present, provided that notice setting forth such proposed amendments, or a summary of the substance thereof, shall have been delivered to all Directors at least ten (10) days prior to such meeting.

Article XIII  
Definitions

The following terms shall have the meaning set forth beside them for the purposes of these Articles:

"Articles" shall mean these Articles of Incorporation, as may be subsequently amended or restated from time to time.

"Board of Directors" shall have the meaning set forth in Section 617.01401(2) of the Florida Statutes for the Corporation.

"Bylaws" shall have the meaning set forth in Section 617.01401(3) of the Florida Statutes for the Corporation.

"Code" shall mean the Internal Revenue Code of 1986, as amended from time to time, and "Section" shall reference the corresponding section of the Code.

"Corporation" shall mean the Village Wine Club, Inc., a Florida not for profit corporation.

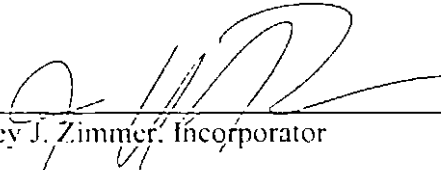
"Director" or "Directors" shall mean any one or more of the members of the Board of Directors, as the context requires.

"Member" shall have the meaning set forth in Section 617.01401(12) of the Florida Statutes for the Corporation.

"Officer" shall mean any one or more of the appointed officers of the Corporation as set forth in these Articles or the Bylaws.

"Section" shall mean that reference to the enumerated section of the Code or of the Florida Statutes, as applicable.

In witness whereof, the undersigned has hereunto set his hand and seal this 11th day of October, 2022.

  
Jeffrey J. Zimmer, Incorporator

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Certificate of Designation  
Registered Agent / Registered Office

Pursuant to the provisions of the Florida Statutes, the above-named Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent in the state of Florida.

1. The name of the Corporation is: Village Wine Club, Inc.
2. The name and street address of the registered agent and office is:

Jeffrey J. Zimmer  
9995 Highway A1A,  
Vero Beach, FL 32963

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

  
\_\_\_\_\_  
Jeffrey J. Zimmer, Registered Agent