

N95000001320

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MIAMI, FLORIDA 33131

BKELNEK Y ASOCIADOS, S.C.

March 2, 1995

Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
MAR 14 1995  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Filing of Articles of Incorporation  
for WHALER N' PARADISE, INC. [not for profit]

Dear Sir/Madam:

Enclosed please find an original and two copies of the above Articles of Incorporation along with our check for \$122.50 to cover your fee.

Please return one copy of the filed Articles to us in the self addressed stamped envelope provided.

Very truly yours,

MICHAEL SCHIFFRIN & ASSOCIATES, P.A.

MICHAEL SCHIFFRIN, ESQ.

MS/may  
Enclosure

6670  
2245  
60671

45-5250  
3495  
A



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 9, 1995

MICHAEL SCHIFFRIN & ASSOCIATES  
ONE SE THIRD AVENUE STE. 1400  
MIAMI, FL 33131

SUBJECT: WHALER N' PARADISE, INC.  
Ref. Number: W95000005258

We have received your document for WHALER N' PARADISE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 095A00010573

ARTICLES OF INCORPORATION

OF

WHALER N' PARADISE, INC.

not for profit

2000-17-00008  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is : WHALER N' PARADISE, INC.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual; the corporate existence will commence on the filing of these Articles by the Department of State of Florida.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is to operate a fishing tournament, the proceeds of which shall be used for charitable purposes, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the International Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, as the same now exist or as they may hereafter be amended; and to do all other acts and things in support of the general purpose and objectives hereinabove stated and in order to engage in any lawful purpose or purposes not for pecuniary profit.

ARTICLE IV - TRUSTEES

There shall be no less than three(3) members of the Board of Trustees, which shall also be known and referred to as the Board of Governors or Board of Directors of the Corporation. The names and addresses of the persons who are to serve as the initial Board of Trustees until the first general election of Trustees, which shall be conducted pursuant to the method of election more specifically set forth in the Corporation's By-Laws, are as follows:

	<u>Name</u>	<u>Address</u>
1.	Warren J. Schafer, Jr.	c/o Fisherman's Paradise, Inc. 2727 N.W. 38th Street Miami, Florida 33142
2.	Robert Schafer	c/o Fisherman's Paradise, Inc. 2727 N.W. 38th Street Miami, Florida 33142
3.	John Fiedler	c/o Fisherman's Paradise, Inc. 2727 N.W. 38th Street Miami, Florida 33142

#### ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 2727 N.W. 38th Street, Miami, Florida 33142.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at Michael Schiffrin & Associates, P.A. Suite 1400 - SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at that address is: Michael Schiffrin, Esq.

#### ARTICLE VII - INCORPORATOR

The name and residence address of the subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Warren J. Schafer, Jr.	c/o Fisherman's Paradise, Inc. 2727 N.W. 38th Street Miami, Florida 33142

#### ARTICLE VIII - CONDUCT OF CORPORATE AFFAIRS

(1) No part of the funds received by the Corporation as gifts, donations, grants, bequests or earnings derived therefrom representing the net earnings of the Corporation, shall

inure to the benefit of or be distributable to any Director or Officer of the Corporation or any member of the Corporation or any other private individual, except that reasonable compensation may be paid to employees for services rendered to and for the Corporation affecting one or more 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 and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to tax on undistributed income imposed by Internal Revenue Code §4942 or corresponding provisions of any subsequent federal tax law. The Corporation, further, shall not engage in any act of self-dealing, as defined in Internal Revenue Code §4941(d) or corresponding provisions as any subsequent federal tax law, nor shall the Corporation retain any excess business holdings as defined in Internal Revenue Code §4943(c), nor shall the Corporation make any investments in such manner as to subject it to tax under Internal Revenue Code §4944, nor shall the Corporation make any taxable expenditure as defined in Internal Revenue Code §4945(d).

(3) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from taxation under Internal Revenue Code §501(c)(3) and the Treasury Regulations promulgated thereunder as they now exist or as they may, hereafter, be amended, or by an organization, contributions to which are deductible under Internal Revenue Code §170(c)(2) and the applicable Treasury Regulations promulgated thereunder.

## ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees, also referred to as the Board of Governors, shall after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation, in such manner or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Internal Revenue Code §501(c)(3) or the corresponding provisions as any subsequent federal tax law as may then be in effect, as the Board of trustees or Governors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Dade County, Florida, in which the principal office of the Corporation shall be located, exclusively for such purposes or to such organization or organizations as the said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, except Article IX (1), above, or any amendments thereto, and any right conferred upon the members is subject to this reservation.

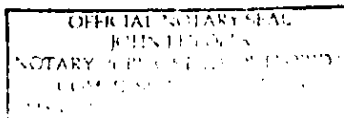
IN WITNESS WHEREOF, I have subscribed my names to these Articles of Incorporation this 28 day of February, 1995.

  
WARREN J. SCHAFER, JR., Incorporator


STATE OF FLORIDA     )  
                                      SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally known to me, personally appeared WARREN J. SCHAFER, JR. who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 28 day of February, 1995, in the County and State aforesaid.



My Commission Expires:

  
NOTARY PUBLIC, State of Florida  
Notary Name: JOHN J. FIEDLER

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
MAKING AGENT UPON WHOM PROCESS MAY BE SERVED

IN PURSUANCE OF CHAPTER §617.0501, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

First that WHALER N' PARADISE, INC. desiring to organize under the laws of the  
State of Florida, with its principal office, as indicated in the Articles of Incorporation at 2727  
N.W. 38th Street, Miami, Florida 33142, has named Michael Schifffrin, located at Suite 1400,  
SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131 as its agent  
to accept service of process within Florida.

WHALER N' PARADISE, INC.  
a Florida corporation

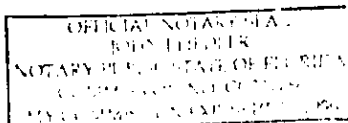
By: 

WARREN J. SCHAFER, JR.  
Incorporator

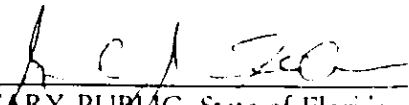
STATE OF FLORIDA     )  
                                  SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally known to me, personally appeared  
WARREN J. SCHAFER, JR. who deposes and states that he executed the foregoing Articles  
of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 28 day  
of February, 1995, in the County and State aforesaid.



My Commission Expires:

  
NOTARY PUBLIC, State of Florida  
Notary Name: JOHN T. FIRDIK

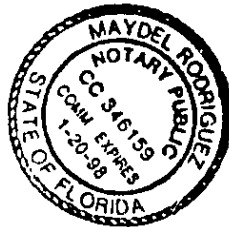
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, we hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties.

By: *Michael Schiff*  
MICHAEL SCHIFFRIN

STATE OF FLORIDA     )  
                                  SS  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally known to me, personally appeared MICHAEL SCHIFFRIN who deposes and states that he executed the above document for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this \_\_\_\_\_ day of February, 1995, in the County and State aforesaid.



My Commission Expires:

*Maydel Rodriguez*  
Maydel Rodriguez, Notary Public