

N97000001861

Charles L. McCray
3720 Northwest 7th Place
Fort Lauderdale, FL 33311

March 16, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800002320438
10/15/97 01011 001 35.00


Re: Club 19, Inc.
Ref. No. N97000001861

Dear Sir:

In response to your correspondence of October 20, 1997, referencing the above captioned matter, Restated Articles of Incorporation, please be advised of the following:

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

Thank you,


Charles L. McCray

CLM/vmw

encl. photocopy of letter
dated 10/20/97

FILED
98 APR 29 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

Restat

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1998

CHARLES L. MCCRAY
3720 NORTHWEST 7TH PLACE
FORT LAUDERDALE, FL 33311

SUBJECT: CLUB 19, INC.
Ref. Number: N97000001861

We have received your document for CLUB 19, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In response to your correspondence of March 16, 1998, referencing the above captioned matter. The Restated Articles of Incorporation was not enclosed.

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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 998A00020446

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99 APR 29 11 18:17
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1997

CHARLES L. MCCRAY
3720 N.W. 7TH PLACE
FORT LAUDERDALE, FL 33311

SUBJECT: CLUB 19, INC.
Ref. Number: N97000001861

We have received your document for CLUB 19, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 597A00051061

RESTATED ARTICLES OF INCORPORATION
FOR
CLUB 19, INC.

(A Nonprofit Corporation)

FILED
98 APR 29 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Restated Articles of Incorporation is a natural person competent and authorized to restate the Article of Incorporation for Club 19, Inc., a nonprofit Corporation under Chapter 617 of Florida Statutes.

Article I - NAME

The name of this Corporation shall be Club 19, Inc.

Article II - ADDRESS

The principle place of business where the Corporation will be located is Broward County, Florida. The mailing address of the Corporation is 3720 NW 7th Place, Ft. Lauderdale, Florida 33311.

Article III - PURPOSE

This corporation is organized exclusively for the purposes of a Social and Recreation Club within the meaning of Section 501(a) subpart 501(c)(7) of the Internal Revenue Code or corresponding section of any future federal tax code, including for such purposes of the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Tax Code and future corresponding tax code.

The specific purposes for which the corporation is organized is for substantial pleasure, recreation, and other similar nonprofitable activities of sports fellowship, including limited activities of providing scholarships to minorities through the Club 19 Scholarship Fund or Club 19 Foundation (separate nonprofit corporations).

Article IV - MANNER OF ELECTION OF DIRECTORS

The names and addresses of the Corporation's directors and officers of this Corporation are as follows:

- ❑ Charles L. McCray, Chairman of the Board of Directors and President, 3720 NW 7th Place, Ft. Lauderdale, FL. 33311
- ❑ Suezette E. McCray, Director, Vice President, 3720 NW 7th Place, Ft. Lauderdale, FL. 33311
- ❑ Olivia D. McCray, Director, Secretary and Treasurer, 3720 NW 7th Place, Ft. Lauderdale, FL. 33311
- ❑ Coleman D. Henderson, Director, 5201 SW 8th Street, Plantation, FL. 33317
- ❑ Melton Harris, Director, 1208 NW 18th Ave., Ft. Lauderdale, Florida

Subsequent Directors and officers of the Corporation shall be elected by a majority vote of the primary class of the Corporation members.

Article V - MEMBERSHIP

This Corporation shall have two (2) classes of membership; Primary (voting) and Associate (nonvoting). Membership fees, dues, and assessments shall be the same amount for all members of the Corporation.

The qualifications of membership shall require that individuals be at least twenty-one (21) years of age and desire substantial pleasure, recreation, and other similar nonprofitable activities of sports fellowship, including limited activities of providing scholarships to minorities.

Individuals shall further qualify for membership upon payment of the initial dues, fixed by the board of directors and shall continue as a member upon paying the annual dues, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed from time to time, by the board of directors. Additional qualifications of membership and manner of admission, as well as, provisions specifying the rights and obligations of members, shall be contained in the Bylaws of this Corporation pursuant to, and in accordance with, the laws of the state.

This Corporation shall not discriminate against applicants for membership on the basis of race, color, or religion.

Article VI - PROHIBITION

No part of the organization's net or undistributed earnings may inure to the benefit of any person having a personal and private interest in the activities of the organization, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the performance of a necessary administrative service in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (a) subpart 501(c)(7) of the Internal Revenue Code.

Article VII - LIABILITIES FOR DEBTS

Neither the members of the Corporation nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

Article VIII - REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent of this Corporation is Charles L. McCray, 3720 NW 7th Place, Ft. Lauderdale, Florida, FL. 33311. The address of the registered office of this Corporation is 3720 NW 7th Place, Ft. Lauderdale, FL. 33311 and the mailing address is the same.

Article IX - INCORPORATOR

The name and street address of the incorporator of this Corporation is Charles L. McCray, whose address shall be the same as the principal office of the Corporation.

Article X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

Article XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Primary Class of Members, and approved at a Primary Class of Members meeting by a majority of the Primary Class of members, unless all of the Directors and all the Primary Class of Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article XII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation, against reasonable attorney fees and expenses incurred by the director or office in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent, of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, employee, partner trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation may also pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individuals's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, employee, or agent for the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

Article XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Primary Class of Members, and approved at a Primary Class of Members meeting by a majority of the Primary Class of members, unless all of the Directors and all the Primary Class of Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article XII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation, against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent, of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, employee, partner trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation may also pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, employee, or agent for the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

Article XIII - DISSOLUTION

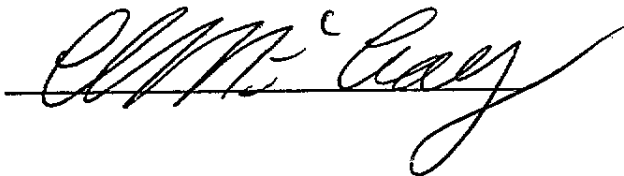
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt puposes within the meaning of Section 501(c)(3) or 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principle 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.

Article XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

The undersigned incorporator has executed these Restated Articles of Incorporation this 16th day of September, 1997. The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

Signature of Incorporator:

A handwritten signature in cursive script, appearing to read "Charles L. McCray", written over a horizontal line.

Charles L. McCray

Typed name of Incorporator Signing
President