

N97000006087



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 581778 7131881

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 29, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 581778-005

CUSTOMER NO: 7131881

CUSTOMER: Ms. Marguerite Shaffer
SHAFFER & SHAFFER

2500 North Military Trail
Suite 270
Boca Raton, FL 33431

100002332461--8
-10/29/97--01063--006
****122.50 ****122.50

DOMESTIC FILING

NAME: THE JACK PHILBIN MEMORIAL
GOLF CLASSIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 OCT 29 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 29 AM 10:35
DIVISION OF CORPORATION

SN OCT 29 1997

7

ARTICLES OF INCORPORATION
OF
THE JACK PHILBIN MEMORIAL GOLF CLASSIC, INC.

FILED
97 OCT 29 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator under the Florida Not for Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of this corporation is THE JACK PHILBIN MEMORIAL GOLF CLASSIC, INC. The principal office street and mailing address is 1040 N.W. 52nd Street, Fort Lauderdale, FL 33309.

ARTICLE II

EFFECTIVE DATE

This Corporation is organized effective as of the date of filing with the Department of State.

ARTICLE III

PURPOSE

The Corporation is organized to operate exclusively for religious, charitable, scientific and/or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

ARTICLE IV

POWERS

4.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida

Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

4.2 Limitations. The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or inure to the benefit of any member to the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes.

4.2-1 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

4.2-2 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may be hereafter amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and Treasury Regulation as they now exist or as they may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or as they may be hereafter

amended.

ARTICLE V

NONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

ARTICLE VI

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Board of Directors of the Corporation shall be fixed pursuant to the Bylaws, but shall not be less than three (3) persons.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until their successors shall have been duly elected and qualified as provided by the Bylaws of the Corporation. The following persons shall constitute the initial Board of Directors of the Corporation:

James Duffy
6797 Brookline Drive
Miami, Florida 33015

Helen Duffy
6797 Brookline Drive
Miami, Florida 33015

Robert Brady
1040 N.W. 52nd Street
Fort Lauderdale, FL 33309

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

Roger L. Shaffer
Suite 270
2500 N. Military Trail
Boca Raton, FL 33431

ARTICLE X

INCORPORATOR

The name and address of the undersigned Incorporator is:

Robert Brady
1040 N.W. 52nd Street
Fort Lauderdale, FL 33309

ARTICLE XI

BYLAWS

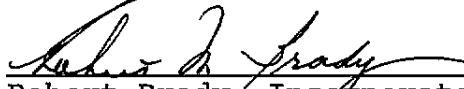
The power to make, alter, amend, repeal, or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XII

DISSOLUTION

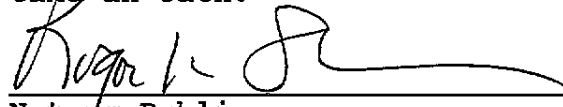
Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law. Any such asset not so disposed of shall be disposed of by the appropriate Court 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of October, 1997.


Robert Brady, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of October, 1997, by Robert Brady, Incorporator, who is personally known to me or who has produced as identification _____, and who did take an oath.


Notary Public
My Commission Expires:



ROGER L. SHAFFER
My Commission CC463685
Expires Jul. 16, 1999
Bonded by HAI
800-422-1555

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of THE JACK PHILBIN MEMORIAL GOLF CLASSIC, INC. as made in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligation of this position.

Dated: October 28, 1997


Roger L. Shaffer
Registered Agent

FILED
97 OCT 29 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA