

Nov-14-97 09:23A LawFirm

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NAME: THE CLUB OF BREVARD, INC.

AUDIT NUMBER.....H97000018978

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

THE CLUB OF BREVARD, INC.

a Florida Not for Profit Corporation

The undersigned, desiring to form a corporation not for profit, pursuant to Chapter 617, Florida Statutes, hereby certifies as follows:

ARTICLE I

Corporate Name and Principal Place of Business

The name of the corporation shall be the THE CLUB OF BREVARD, INC. The principal place of business of the corporation shall initially be at 121 St. Croix Avenue, Cocoa Beach, Florida 32931.

ARTICLE II

Corporate Purposes

This is a not for profit corporation organized pursuant to Section 617.0301, Fla. Stat. for the following purposes:

- (a) to operate a club for athletic, health and fitness purposes,
- (b) to organize, promote and encourage athletic, health, fitness and nutritional endeavors, education and appreciation,
- (c) to advocate and support the improvement and betterment of the quality of nutrition, health and fitness in Brevard County, Florida,
- (d) to operate as an organization exempt from federal income tax under Section 501(c)(7)

Florida Bar No. 0381195
O'Brien, Riemann, Schneider, Kancilia & Lemonidis, P.A.
1686 West Hibiscus Blvd.
Melbourne, FL 32901
(407)728-2800/(FAX)728-0002

of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax law.

ARTICLE III

Duration

The corporation shall exist perpetually, commencing upon the signing of these Articles of Incorporation, unless dissolved under the provisions of these Articles, the bylaws of the corporation or Florida Statutes.

ARTICLE IV

Incorporator

The name and address of the Incorporator of the corporation is as follows:

Dorothy Ison
121 St. Croix Avenue
Cocoa Beach, Florida 32931

ARTICLE V

Management of Corporate Affairs

(a) The affairs of the corporation shall be managed by a board of directors (the "Board of Directors"). The qualifications and method of election of directors shall be as determined in Article VI of these Articles of Incorporation.

(b) The Board of Directors shall have all the authority vested in it by Chapter 617, Fla. Stat., as amended from time to time.

(c) The corporation shall hold and manage all property received and accepted by it to be administered hereunder and shall pay over, transfer, distribute, administer or otherwise deal with the principal and income thereof in such manner or manners and at such time or times as in the

judgement of the Board of Directors shall be suited to carrying out the purposes of the corporation. The Board of Directors shall oversee the acquisition, purchase, gift, rental or otherwise, and the management, care, sale or lease, or other disposition of real property and interest in real property, including buildings and other improvements thereon, the construction, reconstruction, repair, and/or alteration of such buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, disposition, or lease of equipment, supplies, and other personal property, and interest in personal property, of whatsoever name or nature, and the retention of the services (whether directly or through contract or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries and other persons, agents, servants and employees, provided always, however, that no part of the property held by the corporation or earnings thereon shall inure or be payable to or for the benefit of any private individual.

(d) A director shall not be entitled to vote on any matter in which he has an interest which shall include an interest as an employee, officer, director, shareholder, owner or independent contractor of any person or entity which is a subject of the vote on such matter.

ARTICLE VI

Board of Directors

(a) The corporation shall have at least three (3) directors on the Board of Directors. Directors need not be members of the corporation. The number of directors shall be determined in the bylaws.

(b) The president shall deliver to each member of the corporation not later than twenty (20) days prior to the annual meeting date a ballot upon which to nominate successor directors. Each

member shall be entitled to nominate one (1) person for each director to be elected. Ballots must arrive at the return address stated on the ballot not later than the day before the annual meeting date. The president shall cause a list of director nominees to be delivered to the Board of Directors at the annual meeting. Directors shall elect their successors from the list of nominees, but shall not be bound by the number of nominations received by any person.

(c) At the organizational meeting of the corporation, the incorporator shall select the initial Board of Directors who shall serve until the next annual meeting of the Board.

(d) The annual meeting of the Board of Directors shall be held immediately prior to the annual meeting of members and on the day thereof.

ARTICLE VII

Bylaws

Bylaws of the corporation may be made, altered, rescinded, revoked, or restated by a vote of a majority of the entire number of directors of the Board of Directors.

ARTICLE VII

Corporate Officers

The Board of Directors shall elect the following officers: president, vice-president, secretary and treasurer and such other officers and agents as the bylaws of the corporation may authorize the Directors to elect from time to time.

ARTICLE IX

Members

(a) Qualification for membership in the corporation shall be determined by the Board of Directors from time to time.

- (b) Membership dues shall be established by resolution of the Board of Directors.
- (c) Members shall not be entitled to vote except as specifically stated in these Articles of Incorporation.

ARTICLE X

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation to another organization or organizations which are organized and operated for the same purposes for which this corporation is organized and operated or to such organization or organizations organized and operated as an exempt organization or organizations qualifying under Section 501(c)(3) or Section 501(c)(7) of the Internal Revenue Code of 1986 or any corresponding provision of any subsequent Internal Revenue law, as the Board of Directors shall determine. Any assets not disposed of in accordance with the foregoing sentence shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for the same purposes for which this corporation is organized.

ARTICLE XI

Amendment of Articles

Amendment to these Articles of Incorporation shall be adopted by a vote of a majority of the entire number of the Board of Directors.

ARTICLE XII

Indemnification

The corporation shall be permitted to indemnify any officer, director or employee or any former officer, director or employee to the fullest extent permitted by law.

ARTICLE XII

Registered Agent; Registered Address

The registered agent and registered office of the corporation shall be John R. Kancilia, Esq. located at 1686 W. Hibiscus Boulevard, Melbourne, Florida 32901.

I, the undersigned, being the sole incorporator of the corporation, for purpose of forming this not for profit corporation under the laws of Florida, have executed these Articles of Incorporation this 10 day of Nov., 1997.


DOROTHY ISON, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that THE CLUB OF BREVARD, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named JOHN R. KANCILIA, located at , as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN R. KANCILIA

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