

# N98000000698

TRANSMITTAL LETTER

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

200002393602--2  
-01/08/98--01026--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** THE LIGHT CLUB, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** KAREN H. MORAN  
Name (Printed or typed)

630 East Ocean Avenue  
Address

Boynton Beach, Florida 33435  
City, State & Zip

(561) 478-8361  
Daytime Telephone number

machine.

**FILED**  
98 FEB -6 AM 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles

W98-638  
Tm - 2/6/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 12, 1998

KAREN H. MORAN  
630 E OCEAN AVE  
BOYNTON BEACH, FL 33435

SUBJECT: THE LIGHT CLUB, INC.  
Ref. Number: W98000000638

We have received your document for THE LIGHT CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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) 487-6926.

Tracy Meyer  
Document Specialist

Letter Number: 398A00001556

REED, GRIFFITH & MORAN

ATTORNEYS AT LAW

POST OFFICE DRAWER 10

630 EAST OCEAN AVENUE

BOYNTON BEACH, FLORIDA 33425

33435

ROBERT B. REED  
JAMES J. MORAN

TELEPHONE: 561 732-8188

561 737-1995

FAX: 561 732-4222

ROBERT F. GRIFFITH, JR.  
OF COUNSEL

February 4, 1998

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

Att'n: Tracy Meyer  
Document Specialist

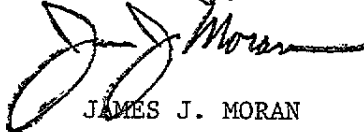
RE: SUBJECT: THE LIGHT CLUB, INC.  
Ref Number: W98000000638

Dear Ms. Meyer

Per your letter of January 12, 1998, a copy of which is attached for your reference, enclosed herewith please find an original and one (1) copy of revised Articles of Incorporation of THE LIGHT CLUB, INC. Accordingly, please proceed to file the Articles of Incorporation and return to my office the Certificate for filing of the Articles.

I trust you will find the enclosed in order; however, please contact my office in the event you should have any questions.

Sincerely,



JAMES J. MORAN

/cw  
Enclosures

ARTICLES OF INCORPORATION OF  
THE LIGHT CLUB, INC.

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is THE LIGHT CLUB, INC., a Florida corporation, not for profit. Its initial office shall be at 630 East Ocean Avenue, Boynton Beach, Florida 33435.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the Incorporator of these Articles of Incorporation is: KAREN H. MORAN, 630 East Ocean Avenue, Boynton Beach, Florida 33435.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

FILED  
98 FEB -6 PM 10:00  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

## ARTICLE V

### Activities Not Permitted

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

## ARTICLE VI

### Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

## ARTICLE VII

### Management of Corporate Affairs

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have no less than three (3) Directors. The number of Directors of the corporation may

be increased or diminished from time to time by the bylaws but shall never be less than three (3). The method of selection of Directors is stated in the bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

## ARTICLE VII

### Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## ARTICLE IX

### Membership

The membership of the corporation shall consist of all persons named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Membership. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Membership shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Membership only. The authorized number of the members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the bylaws.

ARTICLE X

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporation Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is: JAMES J. MORAN, ESQ., 630 East Ocean Avenue, Boynton Beach, Florida 33435.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 2nd day of February, 1998, for the purpose of forming the corporation not for profit under the laws of the State of Florida.

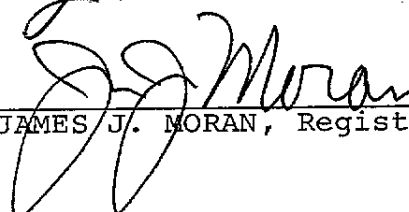
Karen H. Moran  
KAREN H. MORAN



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII, AGREES  
TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PRO-  
VISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE  
OF ITS DUTIES.

DATED THIS 2nd day of February, 1998.

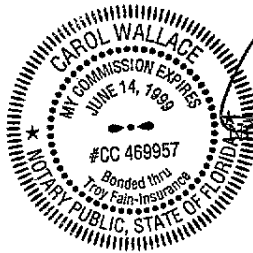
  
JAMES J. MORAN, Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

FILED  
98 FEB -6 AM 10:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

THE FOREGOING ARTICLES OF INCORPORATION of THE LIGHT CLUB, INC.,  
was acknowledged before me this 2nd day of February,  
1998, by KAREN H. MORAN, who is personally known to me xx or who  
has produced a valid                      driver's license as identification  
and she acknowledged before me that she executed those Articles of  
Incorporation.



  
NOTARY PUBLIC, State of Florida