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TRANSMITTAL LETTER

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

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-03/10/99 -01037--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ALLIANCE SPORT CLUB OF SOUTH FLORIDA 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: LAW OFFICES OF KEITH A. MARTIN PA.  
Name (printed or typed)

2331 N. STATE RD 7 #208  
Address

LAUDERHILL FL 33313  
City, State, Zip

954-730-8983  
Daytime Telephone Number

99 MAR 10 AM 10:32

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

3-16  
205

**ARTICLES OF INCORPORATION**  
**OF**  
**ALLIANCE SPORT CLUB OF SOUTH FLORIDA INC.**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

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DIVISION OF CORPORATIONS  
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**ARTICLE 1.**

The name of the Corporation is:

**ALLIANCE SPORT CLUB OF SOUTH FLORIDA INC.**

**ARTICLE II.**

The duration of the Corporation is perpetual.

**ARTICLE III.**

The purpose of the Corporation is as follows:

A. This Corporation is a not for profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation are CHARITABLE, TO OPERATE AS A SOCIAL CLUB, TO OPERATE AS A MEMBERSHIP ORGANIZATION, TO PROVIDE A RECREATIONAL OUTLET FOR ITS MEMBERS; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 c (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 c(3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to

which are deductible under section 170 c (2) of the Internal revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV.

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members and who shall have the rights and privileges of members of the Corporation. The bylaws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each initial Voting Member are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TOMLIN MANNA	7475 NW 33 <sup>RD</sup> STREET LAUDERHILL, FL. 33319
CARLOS COOKE	2151 NE 168 <sup>TH</sup> STREET, #12 MIAMI, FL. 33162
LAMBERT REID	3413 BAHAMA DRIVE MIRAMAR, FL. 33023
VALLIN EVERING	2131 NE 168 <sup>TH</sup> STREET, # 5 MIAMI, FL. 33162

#### ARTICLE V.

The initial registered agent is TOMLIN MANNA, and the initial registered office is 7475 NW 33<sup>rd</sup> Street, Lauderhill, FL 33319.

#### ARTICLE VI.

The initial Board of Directors shall have four members, whose names and addresses are:

TOMLIN MANNA	7475 NW 33 <sup>RD</sup> STREET LAUDERHILL, FL. 33319
CARLOS COOKE	2151 NE 168 <sup>TH</sup> STREET, #12 MIAMI, FL. 33162
LAMBERT REID	3413 BAHAMA DRIVE MIRAMAR, FL. 33023
VALLEN EVERING	2131 NE 168 <sup>TH</sup> STREET, # 5 MIAMI, FL. 33162

The number of directors may be raised or lowered by amendment of the Bylaws, but shall in no case be less than THREE.

#### ARTICLE VII.

The method of election of the Board of Directors shall be by the method as provided for in the Bylaws.

#### ARTICLE VIII.

The Officers and Directors of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Other Officers and Directors may be provided for in the Bylaws. Each Officer and Director shall be elected by the Board of Directors (and may be removed by the Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>TOMLIN MANNA</b>	<b>7475 NW 33<sup>RD</sup> STREET</b>
<b><u>PRESIDENT</u></b>	<b>LAUDERHILL, FL. 33319</b>
<b>CARLOS COOKE</b>	<b>2151 NE 168<sup>TH</sup> STREET, #12</b>
<b><u>TREASURER</u></b>	<b>MIAMI, FL. 33162</b>
<b>LAMBERT REID</b>	<b>3413 BAHAMA DRIVE</b>
<b><u>SECRETARY</u></b>	<b>MIRAMAR, FL. 33023</b>
<b>VALLEN EVERING</b>	<b>2131 NE 168<sup>TH</sup> STREET, # 5</b>
<b><u>VICE-PRESIDENT</u></b>	<b>MIAMI, FL. 33162</b>

#### **ARTICLE IX.**

The name and addresses of the Incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<b>TOMLIN MANNA</b>	<b>7475 NW 33<sup>RD</sup> STREET</b>
	<b>LAUDERHILL, FL. 33319</b>

CARLOS COOKE

2151 NE 168<sup>TH</sup> STREET, #12

MIAMI, FL. 33162

LAMBERT REID

3413 BAHAMA DRIVE

MIRAMAR, FL. 33023

VALLEN EVERING

2131 NE 168<sup>TH</sup> STREET, # 5

MIAMI, FL. 33162

#### ARTICLE X.

The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type, or class of stock, but may issue membership certificates if so provided in the Bylaws.

#### ARTICLE XI.

The location of the principal office shall be:  
7475 NW 33<sup>RD</sup> STREET, LAUDERHILL, FL. 33313

#### ARTICLE XII

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 c (3) 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 a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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 have signed these Articles of Incorporation on this 6<sup>th</sup> day of March, 1999.

Berlin Manna  
LAMBERT REID  
CARLOS COOKE  
Valen Evering

STATE OF FLORIDA     )  
COUNTY OF BROWARD )

Before me personally appeared the following persons. TOMLIN MANNA, VALLEN EVERING, LAMBERT REID, and CARLOS COOKE, known to me personally, or produced identification, and who executed the foregoing Articles of Incorporation, and acknowledged to, and before me that they executed this instrument for the purposes therein expressed.



WITNESS my hand and seal this 6<sup>th</sup> day of March,

199 9.

Keith A. Martin

NOTARY PUBLIC,  
State of Florida at Large



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ALLIANCE SPORT CLUB  
OF SOUTH FLORIDA INC.
2. The name and address of the registered agent and office is:

TOMLIN MANNA  
(NAME)

7475 NW 33<sup>RD</sup> STREET  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

LAUDERHILL, FL 33319  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Tomlin Manna  
(SIGNATURE)

3/6/99  
(DATE)