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FLORIDA NON-PROFIT CORPORATION

THE ASSOCIATION OF FLORIDA BINGOS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 21, 1999

STROOCK & STROOCK & LAVAN

SUBJECT: THE ASSOCIATION OF FLORIDA BINGOS
REF: W99000009424

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE ASSOCIATION OF FLORIDA BINGOS, INC.
(A Florida Corporation Not for Profit)**

**ARTICLE I
Name**

The name of this corporation is THE ASSOCIATION OF FLORIDA BINGOS, INC. (hereinafter called the "Corporation").

**ARTICLE II
Principal Place of Business and Mailing Address**

The address of the principal office of the Corporation shall be c/o Michael G. Park, Esq., @ Stroock & Stroock & Lavan LLP, 200 South Biscayne Boulevard, Suite 3300, Miami, FL 33131-2385.

**ARTICLE III
Purpose**

This is a Corporation not for profit which is organized exclusively for charitable purposes. The primary purpose of the Corporation is to promote charitable non-profit Bingo in the State of Florida.

**ARTICLE IV
Manner of Election of Directors**

The activities and affairs of the Corporation shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number of Directors shall be fixed by the Bylaws, but in no case shall the number be less than three. Directors shall be elected by a majority of the Directors then in office at the Annual Meeting of the Board to be held on such date and in such manner as the Bylaws may provide. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees which shall have and may exercise all the powers of the Board in the management of the activities and affairs of the Corporation, consistent with the Bylaws. Such committees may have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or

Prepared by:
Michael G. Park, Esq.
200 South Biscayne Blvd., Suite 3300
Miami, Florida 33131-2385
Florida Bar No. 855870

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H99000009322 1

as may be determined from time to time by resolution adopted by the Board. The Directors of the Corporation may, if the Bylaws so provide, be classified as to term of office. The Board may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board is expressly authorized to make, alter, or repeal the Bylaws of this Corporation. This Corporation may in its Bylaws confer powers upon its Board in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by the Statute.

ARTICLE V **Limitation of Corporate Powers**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real and personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law, including, but not limited to, the powers enumerated in section 617.0302, Florida Statutes. In addition to the powers specified herein, the Corporation shall have additional powers specified in its Bylaws.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, members, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Corporation shall consist of 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future tax code.

Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986, as amended, or corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Sections 170 (c)(2), 2055, 2106 (a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future tax code.

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ARTICLE VI
Initial Registered Agent and Street Address

The name and mailing address of the registered agent is Michael G. Park, Esq., @ Stroock & Stroock & Lavan LLP, 200 South Biscayne Boulevard, Suite 3300, Miami, FL 33131-2385.

ARTICLE VII
Incorporator

The name and mailing address of the incorporator is Michael G. Park, Esq., @ Stroock & Stroock & Lavan LLP, 200 South Biscayne Boulevard, Suite 3300, Miami, FL 33131-2385 (the "Incorporator"). The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating the Corporation shall be reimbursable by the Corporation to the Incorporator.

ARTICLE VIII
Number and Names of Directors

The number consisting the initial Board of the Corporation is Three (3). The names and mailing addresses of the persons who are to serve as the initial Board are:

1. Michael G. Park
2. Jon D. Goldstein
3. Andy Siegal

ARTICLE IX
Membership

There shall be two classes of members: voting members and associate members. Only members of the Board may be voting members of the Corporation. The conditions, obligations and rights of membership shall be as set forth in the Corporation's Bylaws.

ARTICLE X
Duration of Corporation

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XI
Disposal of Assets upon Dissolution

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Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation. Such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or 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 purposes. Any such assets not disposed of shall be disposed of by a Florida 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.

ARTICLE XII **Amendment of Articles**

These Articles of Incorporation shall be amended only by the affirmative vote of three-quarters (3/4) majority of the entire Board.

ARTICLE XIII **Amendment of Bylaws**

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a three-quarters (3/4) majority of the Board. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XIV **Liability of Directors**

Directors of the Corporation shall not be liable to the Corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the Director derived an improper personal benefit.

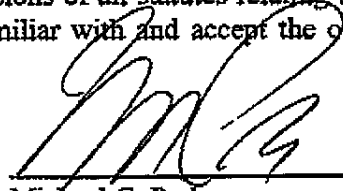
I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this 20th day of April, 1999.



Michael G. Park

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for The Association of Florida Bingos, Inc., at the place designated in the Articles of Incorporation of the Corporation, 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.



Michael G. Park

Date: April 20, 1999.

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