

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

CUPID'S SOCIAL CLUB, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
CUPID'S SOCIAL CLUB, INC.
(A Florida Not-For-Profit Corporation)**

Article I

NAME

The name of this corporation shall be CUPID'S SOCIAL CLUB (hereinafter called the "Corporation").

Article II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal office and the mailing address of the Corporation is 4430 Forest Hill Blvd., West Palm Beach, Florida 33406, until changed as provided by the By-Laws of the Corporation.

Article III

PURPOSE

1. To promote sociability and friendship amongst its members and others.
2. To promote and provide entertainment of an adult nature in an adult environment all for pleasure, recreation and other non-profitable purposes

Article IV

MEMBERSHIP

The classes, rights, privileges, qualifications, and obligations of members of this Corporation are as stated in the Bylaws of this Corporation. There shall be no discrimination of any member or prospective member on the basis of race, color, religion, or national origin.

Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1655 Palm Beach

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Lakes Blvd., Suite 900, West Palm Beach, Florida 33401; and the name of the Corporation's initial registered agent at that address is Michael A. Lampert, Esquire.

Article VI

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

Article VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Michael A. Lampert, Esquire
1655 Palm Beach Lakes Blvd., Suite 900
West Palm Beach, FL 33401

Article VIII

DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, member 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of

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Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article X

DURATION

The Corporation shall have perpetual existence.

Article XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each and every officer and director of the Corporation shall be indemnified by the Corporation against all costs, expenses, and liabilities, including legal fees reasonably incurred by or imposed upon such officer or director in connection with any claim, demand or proceeding to which such officer or director may be a party or in which such officer or director may become involved by reason of his being or having been an officer or director at the time such expenses are incurred, provided however, if such officer or director is adjudged guilty of willful misfeasance or willful malfeasance in the performance of the duties of such officer or director, the Corporation shall not indemnify such officer or director. In the event of a settlement of any claim or proceeding, the indemnification herein provided shall be applicable only when the Board of Directors of the Corporation shall approve such settlement and shall determine that such indemnification shall be in the best interest of the officer or director and the Corporation. The Corporation may purchase such insurance policies as the Board of Directors of the Corporation shall deem appropriate to provide such indemnification. The foregoing right of indemnification shall be in addition to, but not exclusive of, all other rights to which such officer or director may be entitled.

Article XII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles and said By-Laws may be amended, altered or rescinded by the Board of Directors of the Corporation in a manner provided in said By-Laws.

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Article XIII

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be altered, amended, or repealed as provided for in the Bylaws.

Dated this 1st day of December, 1999.



Michael A. Lampert
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

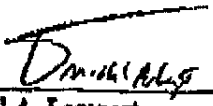
WITNESSETH:

That CUPID's SOCIAL CLUB, desiring to organize under the laws of the State of Florida, has named MICHAEL A. LAMPERT, Esquire located at 1655 Palm Beach Lakes Blvd., Suite 900, West Palm Beach, Florida 33401, 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 agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 1st day of December, 1999.



Michael A. Lampert
Registered Agent

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TALLAHASSEE, FLORIDA

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