NO.753

Florida Department of State

Division of Corporations

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# FLORIDA PROFIT CORPORATION OR P.A.

TAMARAC BRIDGE CLUB, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
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ARTICLES OF INCORPORATION
OF
TAMARAC BRIDGE CLUB, INC.
The undersigned, for the purposes of forming a Corporation for Profit under the laws
Of Blorida, hereby adopts the following Articles of Incorporation: of the State of Florida, hereby adopts the following Articles of Incorporation:

#### Article I - Name

The name of the Corporation is Tamarac Bridge Club, Inc.

## Article II - Nature of Business

This Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

# Article III - Capital Stock

The Corporation is authorized to issue 1,000 shares divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	Number of Shares	Par Value <u>Per Share</u>
Common	500	No Par Value
Preferred	500	\$500.00

- The common shares shall be entitled to vote on all matters provided by 2. Florida law.
- The preferred shares shall entitle the holders thereof to receive out of the surplus of the Corporation a non-cumulative dividend at the rate of five percent (5%) per annum paid annually, before any dividends shall be set apart or paid on the common shares for such year, and the remainder of the surplus or net earnings applicable to the payment of dividends shall be distributed as dividends among the holders of the common shares, as and when the Board of Directors determine. If less than the whole preferential dividend is paid to the holders of preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation is sufficient to cover the preferential dividends in the year in which it was not fully paid. Preferred shares shall not be entitled to vote on any manners unless provided by Florida law. Except for voting rights and rights to dividends, the common shares and preferred shares shall be identical in all respects.

# Article IV - Term

This Corporation shall have perpetual existence unless dissolved pursuant to law,

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#### Article V - Address

The initial street address of the principal office of this Corporation in the State of Florida is 6463 W. Commercial Boulevard, Tamarac, Florida 33319. The Board of Directors of this Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

#### Article VI - Directors

This Corporation shall have three (3) Director(s) initially. The number of Directors of this Corporation may be increased up to seven (7) from time to time pursuant to the Bylaws, but shall never be less than three (3).

#### Article VII - Initial Directors

The name and street address of the initial Directors of this Corporation who shall hold office until their successors are elected or appointed and shall have qualified are:

Dolly Dellon 6463 W. Commercial Blvd. Tamarac, Florida 33319

Mildred Stoller 6463 W. Commercial Blvd, Tamarac, Florida 33319 Joyce Klein 6463 W. Commercial Blvd. Tamarac, Florida 33319

### Article VIII - Incorporator

The name and street address of the person signing these Articles of incorporation as the incorporator is:

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

#### Article IX - Other Provisions

- 1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or as a director of this Corporation.
- 2. The stockholders may, pursuant to the Bylaw provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of the stock of this Corporation as they may see fit.
- 3. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the stockholders.
- 4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall

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conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.

- 5. If the Bylaws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.
- 6. If the Bylaws so provide, any stockholder of this Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of this Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this Corporation. No such agreement shall impose directors' or officers' liabilities upon the stockholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.
- 7. The Board of Directors of this Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of this Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.
- 8. The Corporation shall indemnify any director, officer or employee, or former director, officer or employee of the Corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee. except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct, Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any Bylaw. agreement, vote of shareholders or otherwise.

#### Article X - Registered Office

The Registered Agent and registered office of the Corporation shall be:

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

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#### Article XI - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

INWITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of July, 2001.

Gregory J. Blodig, Esq.

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# CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE OR DOMICILE FOR 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 Tamarac Bridge Club, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Tamarac, County of Broward, State of Florida, has named Gregory J. Blodig, Esq, as Registered Agent, who may be served at the registered office located at Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 W. Cypress Creek Road, Suite 700, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

# ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at 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.

Registered Agent

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