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DIVISION OF CORPORATIONS

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FLORIDA PROFIT CORPORATION OR P.A.

floridaclub investors, inc.,

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 6, 2004

EMPIRE CORPORATE KIT

SUBJECT: FLORIDA CLUB INVESTORS, INC.
REF: W04000017436

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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.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

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.

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Cynthia Blalock
Document Specialist
New Filings Section

FAX Aud. #: H04000098924
Letter Number: 004A00030922

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This instrument was prepared by:
Ira S. Silver, Esq.
Florida Bar #221351
Silver & Silver
108 S. Miami Avenue, 2nd Floor
Miami, FL 33130

**ARTICLES OF INCORPORATION
OF
FLORIDA CLUB INVESTORS, INC.**

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is FLORIDA CLUB INVESTORS, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro rata share thereof (as

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nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 1106 Ponce de Leon, Coral Gables, Florida. The name of the initial registered agent is Torre Holdings, LLLP, 1106 Ponce de Leon, Coral Gables, Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

A.L. Torre
Director

1106 Ponce de Leon
Coral Gables, Florida

ARTICLE VIII - INCORPORATORS

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

A.L. Torre

1106 Ponce de Leon
Coral Gables, Florida

ARTICLES IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 7 day of May, 2004.

A.L. Torre

STATE OF FLORIDA)

A.L. Torre

COUNTY OF)

4/7/04-
2004

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, A.L. Torre, to me well known to be the person who executed the foregoing Article of Incorporation, and acknowledged to me that the same was executed for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 7 day of May, 2004.

My Commission Expires:

Calvin De Castro
NOTARY PUBLIC



Calvin De Castro
My Commission CCG70771
Expires November 13, 2004

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept services of process for the above styled corporation, at place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Torre Holdings, LLC

By: 

A.L. Torre, managing partner

[corp/Florida Club Investors]

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TALLAHASSEE, FLORIDA

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