

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : ARAZOZA & FERNANDEZ-FRAGA P.A.
Account Number : 076624003440
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**FLORIDA PROFIT/NON PROFIT CORPORATION
TROPICAL SPORTS CLUB CORPORATION**

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2024

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CERTIFICATE OF INCORPORATION

OF

TROPICAL SPORTS CLUB CORPORATION

The undersigned incorporators to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is TROPICAL SPORTS CLUB CORPORATION

ARTICLE II
GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Carlos F. Arazoza
2100 Satzedo Street, Suite 300
Phone: (305) 444-6226
Coral Gables, Florida 33134
Florida Bar No. 0698808

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ARTICLE VI
ADDRESS

The initial principal office and mailing address of this corporation in the State of Florida is 2100 SALZEDO STREET, SUITE 300, CORAL GABLES FL 33134. The Board of Directors may from time to time move the principal office or the mailing address to another address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. The name and address of the initial Director which shall serve until his replacements assume his position is:

<u>Name</u>	<u>Address</u>
ANDRÉS FELIPE DIEZ KOYNER	c/o 2100 Salzedo Street, Suite 300 Coral Gables, FL 33134

ARTICLE VIII
INITIAL OFFICERS

The names, offices, and addresses of the initial officers which shall serve until their replacements assume their positions are:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	ANDRÉS FELIPE DIEZ KOYNER	c/o 2100 Salzedo Street, Suite 300
Secretary		Coral Gables FL 33134
Treasurer		

ARTICLE IX
INCORPORATOR

The name and mailing address of the Incorporator of these articles of incorporation is Andrés Felipe Diez Koyner of Correg. De Parque Lefevre, Urbanización Costa Del Este, Avenida De La Rotonda, Panama City, Panama.

ARTICLE X
AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

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Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

TROPICAL SPORTS CLUB CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA P.A. as its Registered Agent, to accept services within the State. The registered office of the corporation shall be, 2100 SALZEDO STREET, SUITE 300, CORAL GABLES FL 33134.

WITNESS the hand and seal of the Incorporator in Panama City, Panama, this 16th day of May 2024.

The Incorporator:

x 

Andrés Felipe Díez Koyner

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CERTIFICATE OF DESIGNATION
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:

TROPICAL SPORTS CLUB CORPORATION

2. The name and address of the registered agent is:

ARAZOZA & FERNANDEZ-FRAGA P.A.
2100 SALZEDO STREET, SUITE 300
CORAL GABLES, FL 33134


Incorporator:

A handwritten signature in black ink, enclosed within a large, hand-drawn oval. To the left of the signature, within the oval, is a small 'x' mark.

Andrés Felipe Díez Koyner

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.

Arazoza & Fernandez-Fraga P.A.

By: 
Carlos F. Arazoza
Director
May 20th, 2024

2024