

# P95000065241

RECEIVED  
FILED  
95 AUG 23 PM 2:31  
TALLAHASSEE, FLORIDA

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FOR INFORMATION PURPOSES  
CALL 1-800-451-0011  
\*\*\*TALLAHASSEE\*\*\*

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):  
ALLIED MEMBERSHIP, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

Examiner's Initials

*AS*

# ARTICLES OF INCORPORATION

OF

## ALLIED MEMBERSHIP, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE 1 - NAME

The name of the Corporation is **ALLIED MEMBERSHIP, INC.**, (hereinafter, "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

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

### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2738 Okeechobee Boulevard, West Palm Beach, Florida 33409 and the mailing address is the same.

### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

|                 |                          |
|-----------------|--------------------------|
| President:      | Vincent Gerardi          |
| Vice-President: | Salvatore J. Manfredonia |
| Secretary:      | Salvatore J. Manfredonia |
| Treasurer:      | Vincent Gerardi          |



**AMERILAWYER**  
A Corporation of the State of Florida • www.amerilawyer.com

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 441-8900  
MAILING ADDRESS - POST OFFICE BOX 14479, CORAL GABLES, FL 33114-4479

## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Vincent Gerardi  
Salvatore J. Manfredonia

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



**AMERILAWYER**

#### ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 15 - AMENDMENT

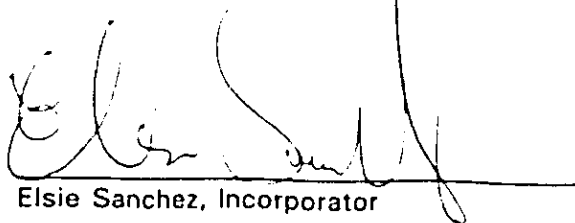
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**AMERILAWYER®**

343 Almeria Avenue, Coral Gables, FL 33134 • (305) 445-2700 • (800) 603-3000 • FAX (305) 445-2000  
Mailing Address: Post Office Box 144479, Coral Gables, FL 33114-4779

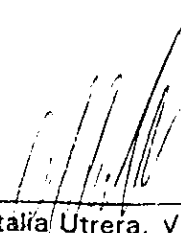
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 August 1995.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Natalia Utrera, Vice President

APR 1996



343 AMERICA AVENUE • COVINGTON, GEORGIA 30034 • (404) 445-2700 • (800) 603-0900 • FAX (404) 445-2700  
MAILING ADDRESS: P.O. BOX 144470, COVINGTON, GEORGIA 30034-4470

FILED  
95 AUG 22 PM 12:35  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
JACKSONVILLE, FLORIDA

P95000065241

FRIEDMAN, ROSENWASSER & GOLDBAUM

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELORS AT LAW

THE PLAZA • SUITE 601

5355 TOWN CENTER ROAD

BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-2274

October 07, 1996

800001970598  
-10/10/96--01049--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

RE: ALLIED MEMBERSHIP, INC.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Certificate of Amendment of Incorporation for the above captioned corporation and a check in the amount of \$35.00 to cover the costs associated with same.

Once the enclosed is processed, kindly return one stamped copy to the undersigned in the enclosed envelope.

If you have any questions regarding the enclosed, please feel free to call. Thank you for your cooperation in this matter.

Very truly yours,

  
ANDREW R. FRIEDMAN

ARF/jc  
enc

m:\w\letters\rosenw\m:\ar\jc\10/10-7-96/1

*Amended*  
OCT 11 1996

RECORDED  
50 OCT 10 11:05:52

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
ALLIED MEMBERSHIP, INC.

Pursuant to Sections 607.1003 and 607.1006 of the Florida  
General Corporation Law,

I, Vincent Gerardi, President of Allied Membership, Inc. a  
Corporation existing under the laws of the State of Florida, do  
hereby certify as follows:

FIRST: That the Directors and Stockholders of the  
Corporation have approved an amendment to its Articles of  
Incorporation, as hereinafter set forth, and proposed such  
amendment to the Stockholders of the Corporation for their  
approval at a Special Meeting on September 27<sup>th</sup>, 1996.

SECOND: That the following is a true and correct copy of  
Article 7 of the Articles of Incorporation, as directed to be  
amended and as approved and adopted by the Stockholders at the  
aforesaid meeting, to read as follows:

"ARTICLE 7 - CORPORATE CAPITALIZATION

The number of shares of stock that this corporation is to have  
outstanding at any one time is one million (1,000,000) shares of  
common stock at One Dollar (\$1.00) par value."

THIRD: That such amendment has been duly adopted in  
accordance with the provisions of Sections 607.1003 and 607.1006  
of the Florida Statutes.



IN WITNESS WHEREOF, I, Vincent Gerardi, President of Allied Membership, Inc. have signed this Certificate on behalf of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 19\_\_

(Corporate Seal)

*Vincent Gerardi*  
VINCENT GERARDI

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF                    )

Before me personally appeared VINCENT GERARDI, President of Allied Membership, Inc., a Florida corporation, who acknowledged that he did sign and seal the foregoing instrument for, and on behalf of said Corporation, being thereunto duly authorized by its Board of Directors and that the same is his free act and deed as such officer and the free act and deed of said Corporation, and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27 day of Sept, 1996.

*Terry A. Scardin*  
NOTARY PUBLIC

☒ Personally Known  
☐ Produced Identification  
Type of identification \_\_\_\_\_

My commission expires:

11/30/99



TERRY A. SCARDIN  
My Comm Exp. 11/30/99  
Bonded By Service Inc  
No CC513458  
[Personally Known] [Held in Trust]