

FLORIDA DEPARTMENT OF STATE  
Andrea B. Monahan  
Secretary of State

November 14, 1996

BANKERS INSURANCE

SUBJECT: SEMINOLE CLUB OF HILLSBOROUGH COUNTY  
REF: W96000024120

**N96000005824**

We have received your document for SEMINOLE CLUB OF HILLSBOROUGH COUNTY INC. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 807.0202(1)(b) or 817.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (804) 487-6278.

Tami Buckley  
Corporate Specialist

FAX Aud. #: H96000016067  
Letter Number: 306A00051945

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TALLAHASSEE, FLORIDA

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9:05 AM

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FAX #:  
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NAME: SEMINOLE CLUB OF HILLSBOROUGH COUNTY, INC.  
AUDIT NUMBER.....H96000016067  
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*N96 24130*  
*11-14-96*

*246A-5205075*

ARTICLES OF INCORPORATION  
OF  
SEMINOLE CLUB OF HILLSBOROUGH COUNTY, INC.

The undersigned, hereby associate ourselves together for the purpose of organizing a non-profit corporation under the provisions of Chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

ARTICLE I

NAME

The name of the Corporation shall be Seminole Club of Hillsborough County, Inc.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSES

1. Permitted Activities. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, athletic or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers provided in Florida Statutes that are not in conflict with these Articles.

2. Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, or individual. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:

This Instrument was prepared  
by and return to:  
Richard G. Torra, Esq.  
Fla. Bar #0038424  
P.O. Box 15707  
St. Petersburg, Florida  
(813) 894-3652

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TALLAHASSEE, FLORIDA

- (a) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.
- (b) To carry on propaganda or to attempt to lobby or influence legislation.
- (c) To Intervene in any political campaign or to endorse any candidate for public office.
- (d) To do any of the following:
  - (1) Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;
  - (2) To pay excessive salaries or other compensation over a reasonable allowance to;
  - (3) To make any part of the Corporation's services available on a preferential basis to;
  - (4) To make substantial purchase of securities or other property for less than adequate consideration from;
  - (5) Sell any substantial part of the property of the Corporation for less than an adequate consideration; or
  - (6) To engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to;

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister, (whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of percent of the total combined voting power of such corporation.

- (e) To violate the provision of Florida Statutes, Section 617.0105, where applicable.

3. Disolution. In the event of disolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes.

**ARTICLE IV**

**DIRECTORS**

There shall be members of the initial Board of Directors of the Corporation. The number of Directors may be increased by the affirmative vote of the members as provided in the By-Laws. The Officers of this Corporation shall be members of the Board of Directors, as elected by the Board of Directors. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Kimberly Perez	3621 El Prado Boulevard Tampa, Florida
Lisa Ryan	4020 DeLeon St. Tampa, Florida
Richard G. Torra	8325 Baypointe Dr. #102 Tampa, Florida
Suzanne Bevillo	4747 W. Waters Ave. #404 Tampa, Florida
Laurie Fain	3213 Palmira Ave. Tampa, Florida
Lauran Austin	4701 Ingraham St. Tampa, Florida
Stuart Campbell	201 Blomfield Dr. Brandon, Florida
Mike Kerrigan	11803-c Raintree Lake Ln Tampa, Florida
Robert Flohr	10035 Cedar Dune Dr. Tampa, Florida
Cory Tyle	27322 Breakers Dr. Tampa, Florida
Scott Tyle	27322 Breakers Dr. Tampa, Florida
Anhur Skafidas	3130 W. Lambright Ave. #513 Tampa, Florida

**ARTICLE V****OFFICERS**

The affairs of the Corporation are to be managed by a President, Vice-President, Secretary and a Treasurer. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors annually at the regular annual meeting of the Board of Directors. The names of the persons who are to serve as officers until the first appointment of officers under these Articles of Incorporation and their respective offices are:

<u>Name</u>	<u>Office</u>
Kim Perez	Chairman/ President
Laurie Fain	Vice President
Robert Flohr	Treasurer/Secretary

**ARTICLE VI****MEMBERS**

The Corporation shall have members. The qualifications for membership are an interest in running and a willingness to support the activities sponsored by the Seminole Club of Hillsborough County, Inc., and the payment of annual membership dues.

ARTICLE VII

BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation.

ARTICLE VIII

AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors as further & provided in the By-Laws of the Corporation.

ARTICLE IX

REGISTERED / PRINCIPAL OFFICE

The street address of the initial registered and the principal office of this Corporation and the initial registered agent at that address shall be as follows:

Richard G. Torra  
8325 Baypointe Dr, # 102  
Tampa, Florida 33615

ARTICLE X

INCORPORATORS

The names and residence addresses of the subscribers of the Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Kimberly Perez	3621 El Prado Boulevard Tampa, Florida
Lisa Ryan	4020 DeLeon St. Tampa, Florida
Richard G. Torra	8325 Baypointe Dr. #102 Tampa, Florida

IN WITNESS WHEREOF, we have subscribed our names this 14th day of November, 1996.

  
Richard G. Torra, Incorporator



11-14-96 01:48PM FROM 813 823 6518

TO 19049224001

P007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That Seminole Club of Hillsborough County, Inc. , desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named Richard G. Torra , located at 8325 Baypointe Dr. # 102, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Richard G. Torra, Registered Agent

FILED  
96 NOV 14 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Instrument was prepared  
by and return to:  
Richard G. Torra, Esq.  
Fla. Bar #0058424  
P.O. Box 15707  
St. Petersburg, Florida  
(813) 894-3652