

07-26-95 03:55PM FROM KIPNIS TESCHER

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FROM: TESCHER, LIPPMAN, VALINSKY & KAIN  
ONE FINANCIAL PLAZA  
SUITE 2308  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: NORTH MIAMI BEACH OPTIMIST CLUB, INC.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
NORTH MIAMI BEACH OPTIMIST CLUB, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is

**NORTH MIAMI BEACH OPTIMIST CLUB, INC.**

**SECOND:** The principal office of the Corporation shall be located at 20010 Northeast 22nd Court, North Miami Beach, Florida 33180. The mailing address of the Corporation is 20010 Northeast 22nd Court, North Miami Beach, Florida 33180.

**THIRD:** The aggregate number of shares which the Corporation shall have authority to issue is 1000, all of which are of a par value of \$1.00 each and are of the same class and are to be common shares.

**FOURTH:** No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**FIFTH:** The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased or decreased by the bylaws.

Fax Audit No. H96000010412  
Prepared by: Alan G. Kipnis, Esq. FBV. 181788  
Kipnis Tescher Lippman  
Valinsky & Kain  
One Financial Plaza, #2308  
Ft. Lauderdale, FL 33394  
954-467-1964

Fax Audit No. H96000010412

The name and address of the person who is to serve as the member of the initial Board of Directors of the Corporation is as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President	Alan G. Kipnis	20010 Northeast 22nd Court North Miami Beach, Florida 33180

**SIXTH:** The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 2308, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Alan G. Kipnis, Esquire, Kipnis Tescher Lippman Valinsky & Kain.

**SEVENTH:** The name and address of the incorporator is:

	<u>NAME</u>	<u>ADDRESS</u>
President	Alan G. Kipnis	20010 Northeast 22nd Court North Miami Beach, Florida 33180

**EIGHTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**NINTH:** The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on July 26, 1996



2  
Prepared by: Fax Audit No. H96000010412  
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07-26-96 03:59PM FROM KIPNIS TESCHER

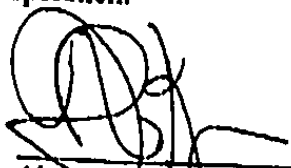
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Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.



Alan G. Kipnis, Esquire  
Kipnis Tescher Lippman Valinsky & Kain

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