

ARTICLES OF INCORPORATION
OF
JAGUAR CLUB OF FLORIDA, INC.
(A Corporation Not-For-Profit)

The undersigned, for the purpose of forming a corporation not-for-profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2016 FEB -9 PM 2:15

ARTICLE I

The name of the corporation (the "Corporation") is JAGUAR CLUB OF FLORIDA, INC.

ARTICLE II

The initial principal office or mailing address of the Corporation is _____, Longwood, Florida 32779.

ARTICLE III

The Corporation is organized exclusively as a social club within the meaning of § 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the Corporation is organized as a limited member hobby/social club whose members engage in the appreciation of automotive design, engineering, and technological advances of Jaguar automobiles, as well as, to further the appreciation of the Jaguar brand, its history, evolution and future direction, and to perform any act incidental to, or in connection with, the foregoing purposes.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax exempt organization under § 501(c)(7) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The Corporation shall have one class of dues paying members consisting of such individual or individuals admitted as members from time to time by the Board of Directors in accordance with the provisions set forth in the Bylaws of the Corporation. The qualifications and rights of the members shall be set forth in the Bylaws of the Corporation. The members shall have no right, title or interest whatsoever to the income, property or assets of the Corporation, nor shall any portion of such income, property or assets be distributed to any member upon the dissolution, or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE V

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and address of the persons who are to serve as initial Directors until their successors are elected, are:

Juan Sierra, Longwood, Florida 32779

Danny Bogdany 34744, Kissimmee, Florida

John Falco, Maitland, Florida 32750

ARTICLE VI

The name and address of the Corporation's registered agent is:

Eugenie C. Sierra

Longwood, Florida 32779

ARTICLE VII

The name and address of the Incorporator is:

Juan Sierra

Longwood, Florida 32779

ARTICLE VIII

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until their successors are elected are:

Juan Sierra	President	—
Danny Bogdany	Vice President	—
Will Hoehndorf	Secretary	
John Falco	Treasurer	—

ARTICLE IX

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE X

These Articles may be amended as provided in the Bylaws. The initial Bylaws of the Corporation shall be adopted by the initial Board of Directors within a reasonable period of time after the corporation has been created by the State of Florida.

ARTICLE XI

Upon the liquidation or dissolution of the Corporation, assets, remaining after payment (or provision of payment) of all liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(7) of the Code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located; exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. Prohibitions on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Tax Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(7) of the Code.

ARTICLE XIII

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 5th day of December 2016, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 

Juan Sierra, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF § 617.0501, 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: JAGUAR CLUB OF FLORIDA, INC.

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

Eugenie C. Sierra

Longwood, Florida 32779

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.

Registered Agent

Eugenie C. Sierra
Eugenie C. Sierra

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SECRETARY OF STATE
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