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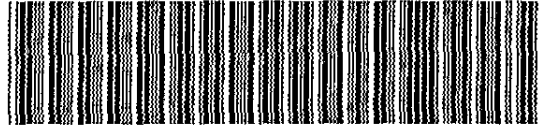
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LEE BENTON SAYLER, P.A.

ATTORNEY AT LAW

1001 N. U.S. HIGHWAY ONE, SUITE 702

JUPITER, FLORIDA 33477

(561) 746-7304

(561) 746-6173 FAX

February 9, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION FOR LAKE EUSTIS YOUTH SAILING
FOUNDATION, INC.

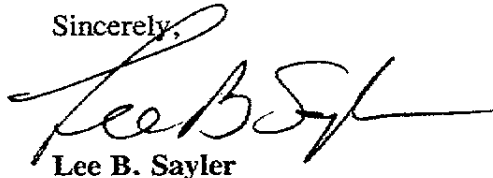
Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation of LAKE EUSTIS YOUTH SAILING FOUNDATION, INC., along with a check in the amount of \$78.75 for filing.

Please return a stamped, filed copy of the Articles with the Certificate of Incorporation (postage-paid return envelope provided).

Thank you for your assistance in this matter.

Sincerely,



Lee B. Sayler

LBS/jlc

Enclosures

cc: Mr. Martin B. P. Zonnenberg

**ARTICLES OF INCORPORATION
OF
LAKE EUSTIS YOUTH SAILING FOUNDATION, INC.
A Florida Not-for-Profit Corporation**

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**ARTICLE I:
NAME AND CORPORATE EXISTENCE**

The name of this corporation shall be **LAKE EUSTIS YOUTH SAILING FOUNDATION, Inc.** The term of the corporation is perpetual. The corporate existence shall commence immediately upon filing the Articles of Incorporation with the Secretary of State, Division of Corporations.

**ARTICLE II:
PURPOSES**

The purposes for which this corporation is formed are:

1. The primary purpose of the corporation is exclusively educational, charitable and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code.
2. The specific purpose is to operate a sailing school to teach recreational and competitive sailing to youths and adults in Lake County Florida and the surrounding geographic areas.
3. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member or to the benefit of any private person. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). To do anything necessary and proper for the accomplishment of the foregoing purposes

**ARTICLE III
INCORPORATOR, PRINCIPAL OFFICE, REGISTERED AGENT AND ADDRESS**

The name and address of the incorporator is:
Martin B. P. Zonnenberg, 3400 Lakeshore Drive, Mount Dora, FL 32757.

The principal office of this corporation shall be 3400 Lakeshore Drive, Mount Dora, FL 32757.
The street address of the initial registered office of the corporation is 3400 Lakeshore Drive, Mount Dora, FL 32757.

The name of the initial registered agent at such address is Martin B. P. Zonnenberg.

**ARTICLE IV:
POWERS**

In furtherance of the objectives described above, but not in limitation thereof, the corporation shall have power, insofar as such power is conferred, or is not limited, by law, to make and perform contracts for any lawful purpose, to engage in various funding and fund-raising activities, and to acquire, own, hold, operate, and maintain such property as is necessary to effectuate its purposes.

The corporation shall have all the powers granted to not for profit corporations under Chapter 617 of the Florida Statutes.

ARTICLE V: MEMBERSHIP

A. The corporation shall have one class of members only. All voting rights and other rights, interests, and privileges of each member shall be equal.

B. The admission, termination and transfer of membership shall be as stated in the Bylaws.

C. The rights and privileges of members, their liability for dues and assessments shall be as stated in the Bylaws.

ARTICLE VI: GOVERNING BODY

The powers of the corporation shall be exercised and its property controlled by a board of directors consisting of not less than three (3) members. The Directors' qualifications, the time and manner of electing, the terms and duties of office, and the manner of filling vacancies shall be as set forth in the Bylaws.

The initial Directors and their addresses are:

Martin B. P. Zonnenberg, 3400 Lakeshore Drive, Mount Dora, FL 32757.

John P. Davis, 939 Page Lane, Mount Dora, FL 32757

James Lingeman, 183 Forest Drive, Leesburg, FL 34788

ARTICLE VII: OFFICERS AND COMMITTEES

Elected Officers. The officers of this corporation shall be a president, a vice president and a secretary/treasurer. Other offices and officers may be established or appointed in accordance with the Bylaws. The qualifications of, the time and manner of electing, the duties of, the terms of office of, and the manner of removing, officers shall be as set forth in the Bylaws.

ARTICLE VIII: INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance

of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**ARTICLE IX:
AMENDMENT OF ARTICLES**

These articles may be amended or repealed, in whole or in part, only by a majority vote of this corporation's members at any duly organized meeting of the corporation specifically noticed for such purpose.

**ARTICLE X:
BYLAWS**

Bylaws may be adopted, amended or repealed, in whole or in part, in the manner provided therein, and shall bind all members.

**ARTICLE XI:
DISSOLUTION**

This corporation shall be dissolved and its affairs terminated by a majority vote of this corporation's members present at any duly organized meeting specifically noticed called for such purpose.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively to such organizations organized and operated exclusively for charitable, education, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Executed by the undersigned at Mt. Dora, Florida, on the 6th day of February, 2004.



MARTIN B. P. ZONNENBERG

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared:

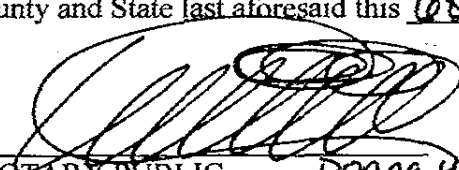
MARTIN B. P. ZONNENBERG

to me known to be the person described in and who executed the foregoing instrument and acknowledged before me, that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of February, 2004.



(SEAL)


NOTARY PUBLIC

My Commission Expires:

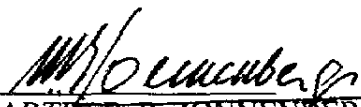
Donna W. Scott

February 12, 2005

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Resident Agent and further state that I am familiar with and accept the obligations provided for in Florida Statute 607.325.

Executed this 6th day of February, 2004.


MARTIN B. P. ZONNENBERG

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