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FLORIDA NON-PROFIT CORPORATION

SAILORS PADDLERS AND ROWERS OF ST. AUGUSTINE, INC.

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**Articles of Incorporation**

**SAILORS PADDLERS AND ROWERS OF ST. AUGUSTINE, INC.**  
A Florida Nonprofit Corporation

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is SAILORS PADDLERS AND ROWERS OF ST. AUGUSTINE, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 220 W. King Street, St. Augustine, FL 32084.

**ARTICLE III  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes, and any successor statute.

**ARTICLE IV  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V  
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of sailing, paddling, and rowing education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The specific purpose of this corporation is to establish and sustain ongoing programs for sailing, paddling, and rowing education and community involvement in regard to the community and the city of St. Augustine, Florida.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended,

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or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE VI  
MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of five (5) persons.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. Directors shall be elected as follows:

All directors shall be elected by the members of the corporation at large and must be members in good standing. Directors shall serve the following terms:

Directors Nos. 1 and 2: Initial term of one year, commencing with the 2005 annual meeting, thereafter two-year terms commencing at the annual meetings each even year.

Directors Nos. 3, 4 and 5: Two-year terms, commencing with the 2005 annual meeting and at the annual meeting each odd year thereafter.

Any director may be reelected to a new term. At all elections for members of the Board of Directors, only active voting members in good standing may be qualified to cast their votes for such directors.

Annual meetings shall be held at 7:00 p.m. on the second Monday in January of each year at a place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action or written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Charles Smith	409 Zovoyda Avenue, St. Augustine, FL 32080
Edward Sargent	220 W. King Street, St. Augustine, FL 32084
Alan Bossenger	3 Park Terrace Drive, St. Augustine, FL 32080
Bob Balch	1 Ponte de Leon Avenue, St. Augustine, FL 32084
Skip Hutton	82 Magnolia Avenue, St. Augustine, FL 32084

**B. Vacancies.** Vacancies in the Board of Directors shall be filled by an affirmative vote of not less than three (3) members of the Board; provided, however, that if the Board has fewer than three (3) members then serving, vacancies in the Board of Directors shall be filled by an affirmative vote of the majority of the members of the Board then serving.

**C. Absence.** Should any member of the Board of Directors be absent unreasonably from three (3) consecutive meetings of the Board, the member's seat on the Board may be declared vacant by an affirmative vote of not less than three (3) members of the Board and a substitute director selected by an affirmative vote of not less than three (3) members of the Board from the membership of the organization to serve for the remainder of the original director's term; provided, however, that if the Board has fewer than three (3) members then serving, such declaration of unreasonable absences and such selection of substitute director shall be by an affirmative vote of the majority of the members of the Board then serving.

**D. Voting of Directors.** Each member of the Board of Directors will be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors will be entitled to vote at any meeting unless the member is physically present at such meeting.

**E. Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board of Directors for any specific purpose. Written notice will be given stating the purpose of such meeting and will either be delivered to each member of the Board of Directors or mailed to the last known address of such director at least five (5) days prior to the meeting date.

**F. Quorum Voting.** A majority of the members of the Board of Directors will constitute a quorum for the transaction of business, and the affirmative vote of a majority of the directors will be considered the act of the Board of Directors at any annual, special or regular meeting; provided, however, that, if the Board has three (3) or more members then serving, vacancies in the Board of Directors shall be filled by an affirmative vote of not less than three (3) members of the Board; and provided further that, if the Board has three (3) or more members then serving and if any member of the Board of Directors is absent unreasonably from three (3) consecutive meetings of the Board, the member's seat

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on the Board may be declared vacant by an affirmative vote of not less than three (3) members of the Board and a substitute director selected by an affirmative vote of not less than three (3) members of the Board; and provided further that the Board may only propose amendments to these Articles of Incorporation by an affirmative vote of not less than two-thirds of the then serving members of the Board of Directors.

#### ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

C. Notwithstanding any other provision of these articles, 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(e)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes 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 provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such

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purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX  
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

**ARTICLE X  
INCORPORATOR**

The name and residence address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Gregory K. West	13000 Sawgrass Village Circle, Suite 35, Ponte Vedra, FL 32082

**ARTICLE XI  
AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

**ARTICLE XII  
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the new income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, nor to the benefit of any private individual.

**ARTICLE XIII  
REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 13000 Sawgrass Village Circle, Suite 35, Ponte Vedra Beach, Florida 32082, and the name of its registered agent at said address shall be Gregory K. West, Esquire.

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**ARTICLE XIV  
AMENDMENT OF ARTICLES**

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation. These Articles of Incorporation may be amended in whole or in part by a two-thirds (2/3) vote at any duly organized meeting of the members at which a quorum will be present. Notice of the proposed change will be mailed to each member at his or her last known address at least ten (10) days prior to the time and date of the meeting that is to consider and vote on such change or amendment.

The proposed change or amendment to the Articles of Incorporation will, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by an affirmative vote of not less than two-thirds (2/3) of the then serving members of the Board of Directors.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 24<sup>th</sup> day of November 2004.



\_\_\_\_\_  
Gregory K. West, Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 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/agent, in the State of Florida.

1. The name of the corporation is **SAILORS PADDLERS AND ROWERS OF ST. AUGUSTINE, INC.**

2. The name and address of the registered agent and office are: **Gregory K. West, 13000 Sawgrass Village Circle, Suite 35, Ponte Vedra Beach, FL 32082.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE 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 THAT 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.



\_\_\_\_\_  
Gregory K. West

Date: November 24, 2004

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