

N 12000000841

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000218231330

01/23/12--01012--023 \*\*78.75

FILED  
12 JAN 23 PM 5:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K 01/24/12

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CREW 3000 CHAPTER OF SNI, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: BEN J. HAYES

Name (Printed or typed)

6161 MLK STREET NORTH, SUITE 205

Address

ST. PETERSBURG, FL 33703

City, State & Zip

727-289-7111

Daytime Telephone number

BHAYES@HAYESPA.COM

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
CREW 3000 CHAPTER OF SNI, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is:

CREW 3000 CHAPTER OF SNI, INC.

The principal place of business and mailing address is:

6161 Dr. Martin Luther King Jr. Street North  
Suite No. 205  
St. Petersburg, Florida 33703

FILED  
12 JAN 23 PM 5:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**

**Effective Date & Duration of Incorporation**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future law (the "Code"), including, for such purposes the following:

- (1) training young men and women in the sport of scuba diving;
- (2) educating young men and women in the underwater environment and marine and freshwater sciences; and
- (3) developing character, citizenship, and leadership through participation in such organized activities.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the

benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

#### **ARTICLE IV**

##### **Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

#### **ARTICLE V**

##### **Initial Registered Agent and Registered Agent's Office**

The initial registered agent of the Corporation is:

BEN J. HAYES, P.A.

The street address and mailing address of the initial registered agent's office are:

6161 Dr. Martin Luther King Jr. Street North  
Suite No. 205  
St. Petersburg, Florida 33703

#### **ARTICLE VI**

##### **Directors**

The Corporation shall have no less than three (3) and no more than six (6) directors. The directors of the Corporation shall hereinafter be elected, appointed, removed, or replaced, as the case may be, from time to time in accordance with the bylaws of the Corporation. The names (and titles) of the initial directors of the Corporation, who shall serve until his or her successor is duly elected and qualified, are as follows:

<u>Name</u>	<u>Title</u>
William Zarillo	President & Chairman of Board
Larry Maknis	Vice President & Vice Chairman of Board
Richard Von Culin	Chief Educator & Board Member

#### **ARTICLE VII**

##### **Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Ben Hayes	6161 Dr. Martin Luther King Jr. Street North Suite No. 205 St. Petersburg, Florida 33703

FILED  
12 JAN 23 PM 5:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
12 JAN 23 PM 5:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation as further provided in the bylaws.

**ARTICLE IX**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X**  
**Indemnification**

No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director or officer, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or serves or served any other enterprises at the request of the Corporation; provided, however that such indemnification shall not be provided to the extent that the proceeding is a result of the willful misconduct or gross negligence of such director, officer, employee, or agent. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article X is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director, officer, employee, or agent of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the directors or members of the Corporation shall not adversely affect any right or protection of a director, officer, employee, or agent of the Corporation existing at the time of such repeal or modification.

**ARTICLE XI**  
**Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over SCUBANAUTS INTERNATIONAL, INC. (SNI), which is an exempt organization as described in Sections 501(c)(3) and 170(c)(2) of the Code, or, if SNI has been dissolved, to either another exempt organization under Sections 501(c)(3) and 170(c)(2) of the Code or to the federal, state, or local government for exclusive public purpose.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of incorporation this 19<sup>th</sup> day of January 2012.

  
Ben J. Hayes, Incorporator

FILED  
12 JAN 23 PM 5:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 19<sup>th</sup> day of January 2012.

**BEN J. HAYES, P.A.**

By: 

Ben J. Hayes, an authorized representative

FILED  
12 JAN 23 PM 5:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA