

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Clearwater Aquatic Team, Inc.

DOCUMENT NUMBER: N92000000454

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Holly McRae
(Name of Contact Person)

NA
(Firm/ Company)

2262 Glenmoor Rd. N.
(Address)

Clearwater FL 33764
(City/ State and Zip Code)

For further information concerning this matter, please call:

Holly McRae at (727) 639-7186
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amended & Restated Articles of Incorporation
of Clearwater Aquatic Team, Inc.
A Florida Non-Profit corporation

The attached Amended & Restated Articles of Incorporation of Clearwater Aquatic Team, Inc. was adopted by a majority vote (63 yes 3 no) of the membership entitled to vote at a membership meeting on February 13, 2009. This Amended & Restated Articles of Incorporation shall replace the existing Articles of Incorporation originally filed for this corporation in 1992.

I attest that the previous information is true and factual.



John Morgan, President

3/18/09

Date

Amended & Restated Articles of Incorporation
of
Clearwater Aquatic Team, Inc.
A Florida Non-Profit Corporation

FILED
2009 MAR 23 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators, adopt the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be **Clearwater Aquatic Team, Inc.** at 1501 N. Belcher Road, Suite 229, Clearwater, Florida 33765.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. More specifically, the Corporation is organized and operated exclusively for charitable and educational purposes in order to foster national and international amateur swimming competition within the meaning of section 501 (c) (3) of the Internal Revenue Code. Notwithstanding of any other provision of these Articles, the Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code.

The object of the Clearwater Aquatic Team, Inc. shall be to demonstrate and promote competitive swimming among the children & adults in the Clearwater area in accordance with regulations governed by Florida Swimming, USA Swimming, and United States Masters Swimming. The Club shall strive to create recreation, good sportsmanship, honesty, loyalty, and endurance among our youth and adults in an attempt to build strong character and high individual esteem.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

3.01 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. 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 or in opposition to any candidate for public office.

3.03 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 6: MEMBERS

6.01 Membership. The Corporation shall have no voting members.

ARTICLE 7: OFFICERS

7.01 Defined. The affairs of the Corporation shall be managed by a president, a secretary, and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the bylaws.

7.02 Election. Officers of the Corporation shall be elected in the manner provided for in the bylaws. All officers shall continue to serve until the election of their successors or their resignation, whichever comes first.

ARTICLE 8: BOARD OF DIRECTORS

8.01 The Corporation shall be governed by a Board of Directors. The initial members of the Board shall be appointed for a one year term and thereafter they shall be elected in the manner provided for in the bylaws. The Board of Directors may be increased or decreased as provided in the bylaws but in no case shall the number of Directors be an even number or be less than three or more than five. The Board of Directors shall consist of at least one (1) parent member. Parent member shall be defined as a parent of one or more current swimmers on the Clearwater Aquatic Team.

8.02 The number of Directors constituting the initial Board of Directors is three (3). The names and addresses of those who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1) John Morgan 33765	1501 N. Belcher Road, Suite 229, Clearwater, Florida
2) Jared Brown 33765	1501 N. Belcher Road, Suite 229, Clearwater, Florida
3) Dennis Dixon 33765	1501 N. Belcher Road, Suite 229, Clearwater, Florida

ARTICLE 9: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any contribution, gift or devise consistent with the general purposes of the Corporation. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of the Corporation shall be as adopted by the General Membership then in effect on 2/13/09. The bylaws may thereafter be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting

ARTICLE 11: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be adopted by a two-thirds vote of all directors at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

ARTICLE 13: REGISTERED AGENT

The Corporation's registered agent maintains offices at 1370 Pinehurst Road, Dunedin, Florida 34698, and the registered agent at that address shall be James R. Stearns, Esq.

DATED this 9 day of March, 2009.



President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 9 day of March, 2009.



Registered Agent