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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 20, 1995

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

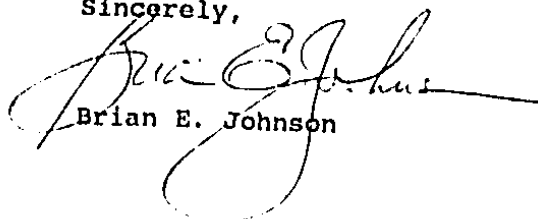
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*****78.75 *****78.75

Re: The Alano Beach Club, Inc.
Articles of Incorporation

Gentlemen:

Enclosed please find the Articles of Incorporation for The Alano Beach Club, Inc. along with a check in the amount of \$78.75 for filing fee.

Sincerely,


Brian E. Johnson

BEJ/klk

Enclosures

cc: Thomas Kelderhouse
Alano Beach Club, Inc.

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2-1-95

**ALANO BEACH CLUB, INC.
ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

ALANO BEACH CLUB, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

1100 Pinellas Bayway G-3
St. Petersburg, Florida 33715-2102

ARTICLES III

Purpose

The specific purpose for which the corporation is organized is:

THE CORPORATION IS FORMED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501 (c)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED AND IN EFFECT ("THE CODE").

WITHOUT LIMITING THE FOREGOING, THE CORPORATION'S PURPOSE SHALL INCLUDE THE OPERATION OF FACILITIES AND HOUSING TO FURTHER AND ENHANCE THE RECOVERY OF ALCOHOLICS AND RELATIVES OF ALCOHOLICS.

ARTICLES IV

Manner of election of directors

The manner in which the directors are elected or appointed shall be provided in the By-Laws. The number of Directors shall be fixed from time to time as provided in the By-Laws but shall not be less than three. The name and address of each member of the initial Board of Directors is set forth below:

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David D. Hollister
357 41st Avenue
St. Petersburg, Fl 33706

Thomas D. Kelderhouse
1100 Pinellas Bayway, G-3
St. Petersburg, Fl 33715-2102

Rutland W. Bussey
1060 Water Oak Ct. N.E.
St. Petersburg, Fl 33703-3135

Arthur Turner
2808 Pass-A-Grille Way
St. Petersburg, Fl 33706

Phillip Mills
6340 Burlington Avenue N.
St. Petersburg, Fl 33710

ARTICLE V

Limitation of Corporate Powers

The corporation powers of this corporation are as proved in section 617.0302, Florida Statutes, unless limited as follows:

LIMITATION ON ACTIVITIES

1. 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. 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 Code (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 Code (of the corresponding provision of any future United States Internal Revenue law).

2. In the event the Corporation shall be classified as a private foundation under the Code, the Corporation shall: (i) expend or distribute for its exempt purposes, the income of the Corporation for each taxable year, at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; (ii) not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (iii) not retain any excess business holdings, as defined in Section 4943(c) of the Code; (iv) not make any investment in such manner as to subject the corporation to tax under Section 4944 of the Code; and (v) not make any taxable expenditures, as defined in Section 4945(d) of the code. For purposes of this paragraph, references to specific sections of the Code also shall be deemed to apply to any corresponding provision of any future United States Revenue law.

DISTRIBUTION OF INCOME

The corporation shall not have or issue shares of stock. No dividends shall be paid and

no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and distributions in furtherance of the purposes set forth in Article III hereof

DISSOLUTION

In the event of liquidation and dissolution of the Corporation for any reason, the assets remaining after the payment of all debts, liabilities and obligations of the Corporation shall be distributed or be disposed of by the Board of Directors exclusively in accordance with the purposes of the Corporation, in such manner and to such organization or organizations, organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Thomas D. Kelderhouse
1100 Pinellas Bayway G-3
St. Petersburg, FL 33715-2102

ARTICLES VII

Incorporators

The name and the street address of the incorporation for these Articles of Incorporation is:

Thomas D. Kelderhouse
1100 Pinellas Bayway G-3
St. Petersburg, FL 33715-2102

The undersigned incorporator has executed these Articles of Incorporation this 12th day of ~~August, 1994~~

January 1995
Signature of Incorporator:


Thomas D. Kelderhouse

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SECRET
TALLAHASSEE

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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: ALANO BEACH CLUB INC.
2. The name and address of the registered agent and office is:

Thomas Kelderhouse
1100 Pinellas Bayway G-3
St. Petersburg, FL 33715-2102

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.


SIGNATURE

Dated this 12th day of January, 1995.