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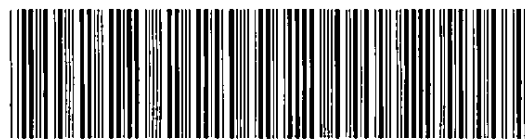
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JUL 12 2017

Amended
&
Resubmitted

FILED

17 JUL 12 AM 11:39

RECEIVED JUL 12 2017
CLERK OF SUPERIOR COURT

11:15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LANARK VILLAGE BOAT CLUB

DOCUMENT NUMBER: 167452

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

Please return all correspondence concerning this matter to the following:

NOEL GEMPEL
(Name of Contact Person)

(Firm/ Company)

2364 HIGHWAY 98 EAST
(Address)

LANARK VILLAGE, FL 32323
(City/ State and Zip Code)

debinlow1@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

NOEL GEMPEL at 850-510-4671
(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:

- | | | | |
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| <input 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

18 May 2017

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

LANARK VILLAGE BOAT CLUB, INC.
A Florida Not For Profit Corporation

FILED
17 JUL 12 AM 11:39
CLERK OF DISTRICT COURT
1ST DISTRICT
JACKSONVILLE, FLORIDA

ARTICLE I
NAME AND OBJECTIVE

1. The name of the Corporation shall be "**LANARK VILLAGE BOAT CLUB, INC.**", a Florida not for profit corporation (hereinafter "*the Corporation*").
2. **The mission of the Corporation shall be exclusively to support, promote and provide personal contacts, commingling, fellowship, recreation, pleasure and responsible amateur boating experiences and activities, for members and their guests, in a family oriented, non-political manner.** The Corporation shall provide for equal opportunities to all potential members, regardless of race, color, religion, sex or natural origin.
3. The mission of the Corporation includes aiding, assisting, owning, managing and operating marina activities in or near Lanark Village, Florida.

ARTICLE II
TERMS OF EXISTENCE

This Corporation shall exist perpetually, unless sooner dissolved under Florida law.

ARTICLE III
SOCIAL CLUB PURPOSE AND POWER

1. The Corporation shall be at all times a not for profit corporation under the provisions of the **Florida Not For Profit Act** (Chapter 617, Florida Statutes). The Corporation shall be organized and shall be operated exclusively as a **social club** within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended from time to time.
2. The Corporation shall have the full power and authority to:
 - (a) Conduct programs and activities for nonprofitable purposes;
 - (b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a social club and nonprofit organization; and
 - (c) Within and subject to the limitations of Section 501(c)(7) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

3. The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article and as are exclusively social under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE IV TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit.

2. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person¹; **but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth herein;**

(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 publication or distribution of statements) any political campaign on behalf of any candidate of public office;

(c) Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code.

3. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V MEMBERSHIP

1. The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes, including voting and non-voting members. **The Corporation's voting membership shall consist solely of bonafide residents² meeting the prescribed boundaries, as set forth in the Bylaws, as amended from time to time.** The Corporation shall place limits on membership that are consistent with the character of the Corporation.

2. The membership of the Corporation shall include individuals³ *(as non-individuals/non-human beings, such as other entities or persons, are expressly prohibited as members)* elected to membership, as more fully defined by the Bylaws.

¹ For example, in no way does this language prohibit the Corporation from continuing its practice of compensating the Rampmaster.

² **Note: Some residents may have mailing addresses outside of prescribed boundaries.**

³ I.e., natural persons.

3. Voting members are entitled to vote via a duly executed, written proxy.
4. A quorum at a meeting of the voting membership shall be set forth in a duly adopted Bylaw.

ARTICLE VI

BOARD OF DIRECTORS⁴

1. The Corporation shall be governed by a Board of Directors, which shall consist of **at least** seven (7) directors, including the Corporation's officers (*e.g.*, *Commodore*, *Vice-Commodore*, *Rear Commodore*, *etc.*) and at least two (2) at-large (*i.e.*, non-officers) directors. The Commodore shall act as the chair of the Board of Directors; and in his absence, the Vice-Commodore shall serve as chair.
2. **Each director must be 18 years of age or older and a voting member of the Corporation.**
3. The Corporation's Bylaws can provide for a greater number, not to exceed fifteen (15), of directors.
4. A quorum of the Board of Directors shall consist of **one-third (1/3)⁵** the prescribed number of directors, unless a duly adopted Bylaw requires a higher percentage.
5. Action may be taken by the Board of Directors without a meeting, if the action is taken by all members of the Board⁶.
6. The Bylaws may provide for staggered terms for the non-officer directors.

ARTICLE VII

OFFICERS

The officers of the Corporation shall be the Commodore (*a/k/a* "The President"), the Vice-Commodore (*a/k/a* "The Vice-President"), Rear Commodore (*a/k/a* Second Vice-President), the Secretary, Treasurer, and such other officers and assistant officers as may be created from time to time by the Corporation's Bylaws. The officers shall be elected or appointed annually by either the Board of Directors or the voting members of the Corporation, as more fully set forth in the Bylaws. The officers, including but not limited to the Commodore, the Vice-Commodore, Rear Commodore and the Secretary-Treasurer, are all automatically directors on the Board of Directors, unless and except to the extent the Bylaws expressly provide otherwise.

ARTICLE VIII

BYLAWS

The Bylaws for the Corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the Bylaws. The Bylaws may contain the quorum, notice and voting requirements for meetings and activities of the membership. In the event of conflict among the provisions of these Articles and the Corporation's Bylaws, these Articles (as amended) shall control. In no way is a greater requirement or authorization by the Bylaws in and of itself a conflict with these Articles.

⁴ There must be at least seven (7) directors (*i.e.*, the floor number) and there cannot be more than fifteen (15) directors (*i.e.*, the ceiling number) of the Corporation.

⁵ *Legal requirement*. See Section 617.0824(2), Florida Statutes.

⁶ *E.g.*, the option of signing consents by all of the directors in lieu of a formal meeting.

ARTICLE IX
DISSOLUTION / RESERVATION OF ASSETS

In the event of dissolution or the termination of the Corporation, title to all of the assets of the Corporation are hereby irrevocably dedicated to nonprofit use; accordingly, shall be turned over to one or more organizations located within Franklin County which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s).

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

Future amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a vote of two-thirds (2/3) of all voting members present at any meeting of the membership called for that purpose. In other words, once a quorum of the voting members has been attained, then at least two-thirds of the voting members in attendance must vote in favor of the proposed amendment(s) in order for such to be approved and adopted. However, notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable⁷ to obtain or maintain the Corporation's nonprofit and tax-exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office without the approval of the membership.

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⁷ E.g., on advice of the Corporation's tax counsel, CPA or the Internal Revenue Service.

ARTICLE XI
PRINCIPAL OFFICE OF CORPORATION AND REGISTERED AGENT
OF CORPORATION

The principal office location, name and mailing address of the Corporation and its registered agent shall be:

Physical Location
2364 Highway 98 East
Lanark Village, Fl 32323

Mailing Address
P.O. Box 504
Lanark Village, Fl 32323

James R. Brewster, Attorney
Registered Agent for **LANARK VILLAGE BOAT CLUB, INC.**
547 North Monroe Street, Suite 203
The Walker Building
Tallahassee, Florida 32301

ARTICLE XII
ADMINISTRATION

The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited. *The footnotes hereto are a material part of this document.*

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify, including advancement of expenses, and any and all of its directors or officers and former directors and officers, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties by reason of being or having been directors or officers of the Corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of members or otherwise.

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CERTIFICATION OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION

Pursuant to Sections 617.1002, 617.1006 and/or 617.1007, Florida Statutes, **LANARK VILLAGE BOAT CLUB, INC.** ("*the Corporation*"), adopted the foregoing amendments and restatement to its Articles of Incorporation (to be effective on filing with the Department of State).

The restatement includes numerous amendments to the Articles of Incorporation, which were written in 1964, over fifty (50) years ago.

The amendments and restatement were adopted by the Board of Directors.

The Board of Directors adopted a resolution setting forth the proposed amended and restated Articles and directed that it be submitted (as required) to a vote at a meeting of members entitled to vote thereon.

Written notice setting forth a copy of the proposed amendment and restatement was given to each member as required by the existing Articles and Bylaws of the Corporation.

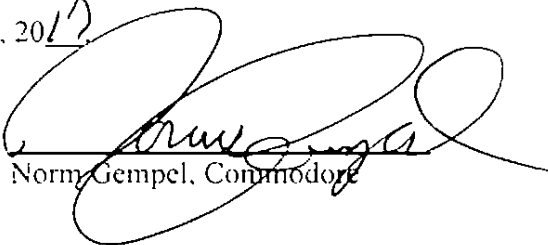
The proposed amendment and restatement was adopted by a three-fourths (3/4) vote of the members present, after having been presented at a regular monthly meeting and considered for final approval/adoption at the next monthly meeting, as required by the existing Articles. *See* Article VIII of the existing Articles of Incorporation.

The number of votes cast for the amendment and restatement of the Articles by the members was sufficient for approval.

These duly adopted restated Articles of Incorporation supersede the original Articles adopted on 16 June 1964 (which have never been amended until now) and filed with the Florida Department of State on 17 June 1964.

IN WITNESS WHEREOF, the undersigned, does hereby make, subscribe, acknowledge and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and that these Amended and Restated Articles of Incorporation have been properly adopted for the purpose of continuing a corporation, not for profit, under the laws of the State of Florida.

DATED this 12 day of July, 2012.

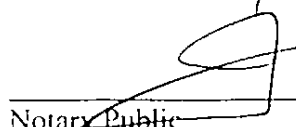

Norm Gempel, Commodore

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STATE OF FLORIDA
COUNTY OF LEON

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared Commodore Norm Gempel, who, after being by me duly cautioned and sworn, upon oath, acknowledged to me that he is the person described in and who executed the foregoing Amended and Restated Articles of Incorporation on behalf of **LANARK VILLAGE BOAT CLUB, INC.**, as well as the certificate required by Section 617.1007(3), Florida Statutes.

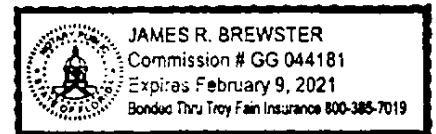
WITNESS my hand and official seal on this 12th day of July, 2017


Notary Public

(seal)

James R. Brewster
Notary's Printed Name

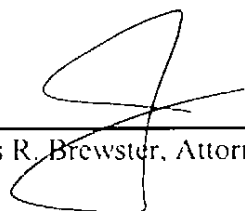
My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the 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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.



James R. Brewster, Attorney

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