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THOMAS D. WRIGHT, P.A.
ATTORNEY AT LAW
340 NORTH CAUSEWAY
NEW SMYRNA BEACH, FLORIDA 32169

(City/State/Zip/Phone #)

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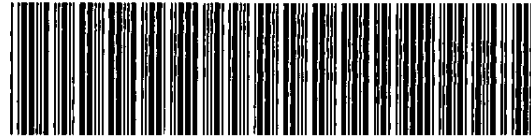
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Restated Art.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
SMYRNA SURFARI CLUB, INC.
A FLORIDA NON-PROFIT CORPORATION**

FILED
11 NOV -7 AM 10:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Smyrna Surfari Club, Inc. are restated as provided for herein:

**ARTICLE ONE
NAME**

The name of this corporation shall be **SMYRNA SURFARI CLUB, INC.**

**ARTICLE TWO
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 340 North Causeway, New Smyrna Beach, Volusia County, Florida 32168, and the mailing address of the corporation is Post Office Box 2362, New Smyrna Beach, Florida 32170.

**ARTICLE THREE
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes in connection with the sport of surfing and the providing of college scholarships, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE FOUR
QUALIFICATION OF MEMBERS**

Every member shall be of the age of 18 years or older, own at least one surfboard and be nominated by a member and seconded by a member. Membership fees shall be established by the board of directors.

**ARTICLE FIVE
TERM**

The period of duration of the Corporation is perpetual.

ARTICLE SIX OFFICERS

The officers of the Corporation are two co-chairmen, each elected for a two-year term, and with each co-chairman elected on alternate years, by a majority of a quorum of the members. In addition there shall be a treasurer and a secretary, each having a one-year term, to be elected by a majority of a quorum of the members.

ARTICLE SEVEN DIRECTORS

There shall be nine directors of the Corporation, four of which shall be the two co-chairmen, the secretary and the treasurer. The remaining five members shall each serve a five-year term, and their terms shall be staggered so that one of said five directors shall be elected annually to serve a five-year term. The election of the directors of the Corporation shall be by a majority of a quorum of the members.

ARTICLE EIGHT DIRECTORS AND MEMBERSHIP MEETINGS

A quorum of the membership shall be comprised of the lesser of 12 members or a majority of the members. A quorum of the directors shall be comprised of 5 members. Meetings shall be held monthly. Annual meetings for election of officers and directors shall be in February of each year.

ARTICLE NINE AMENDMENTS

Amendments to the Articles can be adopted by a majority of a quorum of the members and by a majority of a quorum of the directors.

ARTICLE TEN BYLAWS

Bylaws may be enacted by the directors.

ARTICLE ELEVEN EARNINGS

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 Third hereof.

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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE TWELVE 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 the 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 of 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 THIRTEEN INITIAL REGISTERED AGENT

The initial registered agent of this corporation will be Thomas D. Wright, 340 North Causeway, New Smyrna Beach, Volusia County, Florida 32169.

IN WITNESS WHEREOF, the undersigned co-chairmen have executed these Restated Articles of Incorporation on this 3 day of Nov, 2011.

Shirley Smith
Witness

[Signature]
Witness

[Signature]
JEFF CRAWFORD - Co-Chairman

[Signature]
MICHAEL MARTIN - Co-Chairman

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared JEFF CRAWFORD and MICHAEL MARTIN, as Co-Chairmen of the SMYRNA SURFARI CLUB, INC., a Florida corporation, to me personally known to be the persons described above and they acknowledged before me that they executed the foregoing for the purposes therein expressed under authority duly vested in them by said corporation.

Witness my hand and official seal in the County and State last aforesaid this 3 day of Nov, 2011.

[Signature]
Notary Public
Printed Name: Thomas D. Wright

My commission expires:
THOMAS D. WRIGHT
Commission # DD 966454
Expires March 27, 2014
Bonded Thru Troy Fain Insurance 800-385-7019

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

That **SMYRNA SURFARI CLUB, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business, as indicated in the Articles of Incorporation, in the City of New Smyrna Beach, County of Volusia, State of Florida, has named THOMAS D. WRIGHT, whose street address is 340 North Causeway, New Smyrna Beach, Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open of said office.

DATED this 3 day of Nov, 2011.

Accepted By:



THOMAS D. WRIGHT
Resident Agent

Accepted By:


JEFF CRAWFORD Co-Chairman
MICHAEL MARTIN Co-Chairman

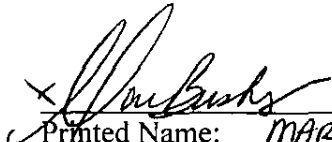
**CERTIFICATION OF
MEMBERSHIP VOTE
FOR SMYRNA SURFARI CLUB, INC.
A FLORIDA NON-PROFIT CORPORATION**

The undersigned, as the duly appointed Secretary for the Special Meeting of the Members of SMYRNA SURFARI CLUB, INC., a Florida Corporation, do hereby certify the following corporate matters:

1. On 11/3, 2011, a special meeting of the Members of the corporation was held to vote on amending and restating the corporation's Articles of Incorporation. A quorum of the Members were present.
2. The Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring approval by the Members.
3. By a majority vote, the Members approved the Restated Articles of Incorporation for SMYRNA SURFARI CLUB, INC., as attached hereto.
3. Said Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

Certified as true and correct this 3 day of November, 2011.

SMYRNA SURFARI CLUB, INC.
A Florida Non-Profit Corporation


Printed Name: MARIE BUSHEY
As Secretary