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May 17, 2000

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

**Re: *Incorporation of Jupiter Outdoor Center Outrigger Canoe Club, Inc.***

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation for Jupiter Outdoor Center Outrigger Canoe Club, Inc., a Not for Profit Corporation, to be filed with your office. Additionally, we enclose check #1177 in the amount of \$78.75 representing the required filing fee and certified copy fee.

Please return a certified copy of the Articles in the envelope provided for this purpose.  
Thank you for your cooperation in this matter

Very truly yours,

BENSON, MOYLE & MUCCI



Lynda L. Wilson  
Legal Assistant

/llw  
Enc.  
cc: William H. Brannum  
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FILED  
00 MAY 16 AM 11:16  
TALLAHASSEE  
SECRETARY OF STATE

S. Thompson MAY 22 2000

**FILED**  
00 MAY 16 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLES OF INCORPORATION**

**OF**

### **JUPITER OUTDOOR CENTER OUTRIGGER CANOE CLUB, INC.**

The undersigned, acting as incorporator under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

#### **ARTICLE I**

##### **CORPORATE NAME, PRINCIPAL OFFICE**

The name of the corporation is Jupiter Outdoor Center Outrigger Canoe Club, Inc. whose principal place of business is 324 Datura Street, Suite 114, West Palm Beach, Florida 33401.

#### **ARTICLE II**

##### **CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

#### **ARTICLE III**

##### **DURATION**

The term of existence of the corporation is perpetual.

#### **ARTICLE IV**

##### **PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue

Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### ARTICLE V

##### **REGISTERED AGENT**

The address of the initial registered office is, 324 Datura Street, Suite 114, Wes Palm Beach, Florida 33401 and the name of the initial registered agent at said address is William H. Brannum.

#### ARTICLE VI

##### **MEMBERSHIP CERTIFICATES**

A. This corporation shall be authorized to issue one thousand (1,000) membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any Agreement between the members, and that a copy of such bylaws or Agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each certificate shall entitle the holder thereof to one vote.

#### ARTICLE VII

##### **MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The number of directors constituting its initial Board of Directors is

three (3 ), whose names and addresses are:

William H. Brannum	Michael Morningstar	Demi Warner
President	Vice President	Secretary/Treasurer
Jupiter Outdoor Center	Jupiter Outdoor Center	Jupiter Outdoor Center
Outrigger Canoe Club, Inc.	Outrigger Canoe Club, Inc.	Outrigger Canoe Club, Inc.
324 Datura Street	4588 Dolphin Drive	2905 SE Pace Drive
West Palm Beach, FL	Lake Worth, FL	Port St.Lucie, FL

The numbers of directors may be increased or decreased from time to time by amendment to these Articles, but in no event shall the corporation have fewer than three (3 ) directors.

B. Corporate Officers. The Board of Directors shall elect the officers in the manner described in the By-Laws of the corporation.

C. Directors shall be appointed in accordance with the procedure set forth in the By-Laws.

#### **ARTICLE VIII EARNINGS AND ACTIVITIES OF CORPORATION**

A. 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 IV hereof.

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (ii) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE IX

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE X

### **MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE XI  
**INCORPORATION**

The name and address of the incorporator is:

Name	William H. Brannum
Address	324 Datura Street, Suite 114 West Palm Beach, FL 33401

ARTICLE XII  
**AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, Chapter 617, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XIII  
**DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIV  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 16<sup>th</sup> day of May, 2000.

WITNESSED BY:

Richard L. Padgett  
Richard L. Padgett

William H. Brannan

Incorporator

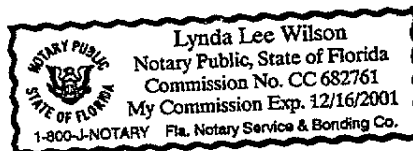
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared William H. Brannan who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 16 day of May, 2000.

Lynda Lee Wilson  
Notary Public, State of Florida  
My Commission Expires:



**ACKNOWLEDGMENT OF REGISTERED AGENT**

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared WILLIAM H. BRAUN who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 617.0203(1) Florida Statute (1997) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.

WILLIAM H. BRAUN  
Registered Agent

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 16<sup>th</sup> day of May, 2000.

Lynda Lee Wilson  
Notary Public, State of Florida

My Commission Expires:

