

4000000 7670

Fernandina Pirates Club, Inc.
P.O. Box 1094
Fernandina Beach, FL 32035-1094

(Address)

(City/State/Zip/Phone #)

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*Amended
Restated
Articles
SGL*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2007

FERNANDEZ PIRATES CLUB, INC.
POST OFFICE BOX 1094
FERNANDEZ BEACH, FL 32035-1094

SUBJECT: FERNANDINA PIRATES CLUB, INC.
Ref. Number: N00000007670

We have received your document for FERNANDINA PIRATES CLUB, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Document Specialist

Letter Number: 207A00055480

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FERNANDINA PIRATES CLUB, INC.
(A Non-Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number N00000007670)

The corporation was incorporated on November 16, 2000 under the name FERNANDINA PIRATES CLUB, INC. Pursuant to Sections 617.1002, 617.1006 and 617.1007, Florida Not For Profit Corporation Act, amended and restated Articles of Incorporation were approved by the unanimous consent of the directors of the corporation on Aug 21, 2007, and a majority of the voting general membership on Aug 21, 2007

The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is Fernandina Pirates Club, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 824 N. 15th Fernandina Beach, Florida 32035-1094.

Section 1.3 Mailing Address. The mailing address of the corporation is Post Office Box 1094, Fernandina Beach, Florida 32035-1094.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The purpose for which the corporation if organized is to promote the Annual Shrimp Festival, promote good community relationships in the City of Fernandina Beach and Nassau County, develop the historical background of Pirates in Fernandina Harbor and any other lawful purposes.

Section 2.2 The corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in

activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.3 Names and Addresses of Members of the Board of Directors. The names and addresses of the persons who are to serve as the Directors of the corporation until the election or appointment of their successors are as follows:

Name

Address

Steven Eric Childers

214 S. 10th St
Fernandina Beach FL 32034

Cheryl L. Black

2156 Sapelo Ct.
FERNANDINA BEACH, FL 32034

Kelly J. McCrannon

2025 Cashewwood Dr
Amelia Island, FL 32034

Mari Cumberland

824 N 15th Street
Fernandina Beach, FL 32034

ARTICLE IV

LIMITATIONS

Section 4.1 Limitations on Actions. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer or other private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 Section 2.1 of these Articles. 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V

DISSOLUTION

Section 5.1 Dissolution. Upon the dissolution of the corporation, or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively to such charitable, scientific, or educational organizations which would then exist and qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or to governmental units described in Section 170(c)(1) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for the purposes, of the corporation or to such organization or organizations which are organized and operated exclusively for such purposes, as the Court shall determine.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the registered office of this corporation is 824 Nth 15th Fernandina Beach FL 32438 and the name of the registered agent of this corporation at that address is, Steven E. Childers

ARTICLE VII

INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator(s) of the corporation are as follows:

Name

Address

Steven Eric Childers
St E Childers

214 S. 10th St.
Fernandina Beach FL 32034

ARTICLE VIII

TERM OF EXISTENCE

Section 8.1 Terms of Existence. This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE IX

BYLAWS

Section 9.1 Bylaws. The Bylaws of this Corporation shall be those adopted by a vote two-thirds (2/3) of the members present and voting at a Special Meeting held for the purpose of amending the Bylaws on July 17, 2007.

ARTICLE X

AMENDMENT

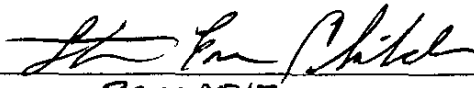
Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

ARTICLE XI

POWERS

Section 11.1 Powers. To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist from time to time.

IN WITNESS WHEREOF, the undersigned director has executed these Amended and Restated Articles of Incorporation the 21 day of August, 2007.



PRESIDENT, Director

CERTIFICATE

The undersigned director of the corporation hereby certifies as follows: (a) this corporation is limited to 100 members; and, (b) a majority of the voting members of this corporation present at a duly called and held meeting of the corporation has adopted the foregoing Amended and Restated Articles of Incorporation.

Dated: Aug 21, 2007

John E. Child
PRESIDENT, Director