

# No 1000000979

## TRANSMITTAL LETTER

February 7, 2001

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

600003672986--5  
-02/09/01--01098--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** Sponge Associates of Florida, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00

Filing Fee

☐ \$78.75

Filing Fee  
& Certificate

☒ \$78.75

Filing Fee  
& Certified  
Copy

☐ \$131.25

Filing Fee,  
Certified  
Copy &  
Certificate

### ADDITIONAL COPY REQUIRED

**FROM:** John G. Hubbard, Frazer Hubbard Brandt & Trask, LLP  
Name (Printed or Typed)  
595 Main Street  
Address  
Dunedin, FL 34698  
City, State & Zip  
727 733-0494  
Daytime Telephone Number

FILED  
02 FEB -9 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles

g2/12

**ARTICLES OF INCORPORATION OF  
SPONGE ASSOCIATES OF FLORIDA, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of this corporation is Sponge Associates of Florida, Inc.

**ARTICLE TWO. STATEMENT OF 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 Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purpose for which this corporation is formed is to promote the natural sponge fishing industry within and outside the United States; establish and promote the relationships with sponge producers, distributors, merchants and boat owners on a local and national level; to increase sponge production of the local industry; to encourage a thriving sponge industry in the State of Florida; and act as a voice for the sponge industry.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and creative educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under this Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

**ARTICLE FIVE. MEMBERSHIP**

The corporation shall have a membership distinct from the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

**FILED**  
01 FEB -9 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE SIX. SUBSCRIBERS**

The names and addresses of the subscribers of this corporation are as follows:

George Billiris  
1028 Peninsular Avenue  
Tarpon Springs, FL 34689

Jim Skaroulis  
1480 L&R Industrial Blvd.  
Tarpon Springs, FL 34689

## **ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Pinellas. The street address of the initial principal office of the corporation and the initial mailing address is 26 West Park Street, Tarpon Springs, FL 34689.

(b) The name and address of this corporation's registered agent is George Billiris, 26 West Park Street, Tarpon Springs, FL 34689.

## **ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS**

(a) *Board of Trustees.* The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted by the members.

The manner in which the members of the board of trustees are to be elected will be as set forth in the bylaws.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

(c) *Corporate Officers.* The board of trustees shall elect the following officers: president and secretary and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual

meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

Frank Sebaugh, President

Jim Skaroullis, Secretary

#### **ARTICLE NINE. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

#### **ARTICLE TEN: DEDICATION OF ASSETS**

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

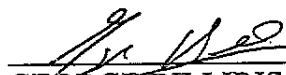
#### **ARTICLE ELEVEN: DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE TWELVE. AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on 6<sup>th</sup> day of February, 2001.

  
GEORGE BILLIRIS

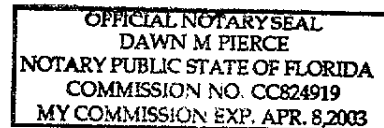
  
JIM SKAROULLIS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of February, 2001, by GEORGE BILLIRIS, who ☐ is personally known to me or who ☒ has produced a Florida Driver's License or \_\_\_\_\_ as identification.

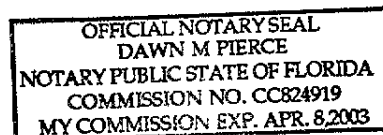
Dawn M. Pierce  
Notary Public

STATE OF FLORIDA  
COUNTY OF PINELLAS



The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of February, 2001, by JIM SKAROULIS, who ☐ is personally known to me or who ☒ has produced a Florida Driver's License or \_\_\_\_\_ as identification.

Dawn M. Pierce  
Notary Public



**CERTIFICATE**

DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
01 FEB -9 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: **SPONGE ASSOCIATES OF FLORIDA, INC.**  
to organize or qualify under the laws of the State of Florida, with the principal place of  
business in the City of Tarpon Springs, Florida, has named **GEORGE BILLIRIS** as its  
resident agent to accept service of process within Florida.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

*[Signature]*  
Trustee  
2/6/01

**ACCEPTANCE BY 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.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

*[Signature]*  
2/6/01