



# No10000006769

ACCOUNT NO. : 072100000032

REFERENCE : 490163 149034A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizito*

ORDER DATE : September 18, 2001

ORDER TIME : 11:26 AM

100004597111--5

ORDER NO. : 490163-005

CUSTOMER NO: 149034A

CUSTOMER: Patrick Barthet, Esq  
Patrick C. Barthet, P.A.

Suite 1800  
200 S. Biscayne Boulevard  
Miami, FL 33131

DOMESTIC FILING

NAME: GOOMBAY INTERNATIONAL SAILING  
REGATTA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

632

W01-21635

RECEIVED  
01 SEP 18 PM 12:26  
DIVISION OF CORPORATION

FILED  
2001 SEP 18 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*15*  
*9/21/01*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

FILED

2001 SEP 18 PM 3:23

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

September 18, 2001

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: GOOMBAY INTERNATIONAL SAILING REGATTA, INC.  
Ref. Number: W01000021635

We have received your document for GOOMBAY INTERNATIONAL SAILING REGATTA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 201A00052236

RECEIVED  
01 SEP 24 PM 1:49  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
GOOMBAY INTERNATIONAL SAILING REGATTA, INC.**

*A Corporation Not for Profit  
Under the Laws of the State of Florida*

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, in order to form a corporation not-for profit under and in accordance with Chapter 617, Florida Statutes as amended, adopts the following Articles of Incorporation for the purposes and with the powers hereinafter mentioned and does state as follows:

**ARTICLE I  
NAME**

Then name of this corporation shall be GOOMBAY INTERNATIONAL SAILING REGATTA, INC. (the "Corporation").

**ARTICLE II  
PURPOSES**

The purposes for which this corporation is organized is to operate, maintain and administrate a Florida corporation not for profit, including, but not limited to support and recreational water sports and water related activities, including, but not limited to, sailing and forms of boating, swimming and scuba diving, as well as those purposes as set forth in Article III of the by-laws.

**ARTICLE III  
POWERS**

The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit and all powers set forth in Florida Statutes Chapter 617.

**ARTICLE IV  
MEMBERS**

The qualifications of the Members, the manner of their admission to membership in the Corporation, the manner of the termination of such membership and voting by Members shall be as stated and regulated by the Corporation's bylaws.

**ARTICLE V**  
**EXISTENCE OF CORPORATION**

The Corporation shall have perpetual existence.

**ARTICLE VI**  
**ADDRESS**

The principal address of the Corporation shall be 1270 N.W. 11<sup>th</sup> Street, Miami, Florida 33125, or at such other place(s) as may be subsequently designated by the Board of Directors.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the initial incorporator and subscriber to these Articles is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Philip B. Everingham	1270 N.W. 11 <sup>th</sup> Street, Miami, Florida 33125

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The Corporation shall be governed by a Board composed of a minimum of Three (3) Directors. The names and addresses of the persons who are to serve as the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Philip B. Everingham	1270 N.W. 11 <sup>th</sup> Street, Miami, Florida 33125
James C. Merrill, III	1270 N.W. 11 <sup>th</sup> Street, Miami, Florida 33125
Stuart Sorg	1270 N.W. 11 <sup>th</sup> Street, Miami, Florida 33125

**ARTICLE IX**  
**OFFICERS**

The affairs of the Corporation shall be managed by a Commodore, a Vice-Commodore, a

Secretary and a Treasurer, which officers shall be elected by and serve at the pleasure of the Board. The Board first shall elect the Commodore, the Vice-Commodore, the Secretary, the Treasurer and as many other officers as that Board shall determine appropriate. Specifically, if the Board chooses to elect less than three (3) officers, the offices of Secretary and Treasurer may be combined. If the Board chooses to elect more than four (4) officers, the Board may elect one or more Rear Commodores. Thereafter, all Directors and officers shall be elected annually by membership provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The Commodore, Vice-Commodore and Treasurer shall be Directors of the Corporation, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible.

#### **ARTICLE X** **INDEMNIFICATION**

Every Director and every Officer of the Corporation (and the Directors and/or Officers as a group) shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing provisions for indemnification shall apply whether or not he is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply, provided that in the event of a settlement, the indemnification set forth herein shall apply only when the Board of Directors, exclusive of any

Director(s) seeking indemnification, approves such settlement and reimbursement as being in the best interest of the Corporation. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer may be entitled whether by statute or common law.

#### **ARTICLE XI** **BY-LAWS**

The By-Laws of the Corporation shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for therein and in accordance with the law, except that no portion of the By-Laws may be modified in such a manner as would prejudice the rights of the Corporation.

#### **ARTICLE XII** **AMENDMENTS**

These Articles of Incorporation may be altered, amended or rescinded by a majority vote of the Board of Directors at a duly noticed meeting attended by a quorum to the extent that such alteration, amendment or rescission is permitted under applicable law.

#### **ARTICLE XIII** **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 1800, Miami, Florida, 33131 and the name of the initial registered agent is Patrick C. Barthet, Esquire.

IN WITNESS HEREOF, the initial Incorporator and Subscriber has hereunto affixed his signature the day and year set forth below.

Dated: 9/13/01

Philip B. Everingham  
Secretary/Treas

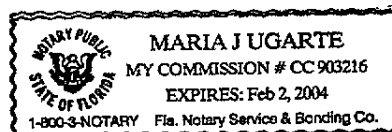
STATE OF FLORIDA                    )  
  ) ss.  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 13 day of September 2001, by Philip B. Everingham as Incorporator and Subscriber of GOOMBAY INTERNATIONAL SAILING REGATTA, INC., a Florida Not-For-Profit corporation, on behalf of the Corporation.

WITNESS my hand and seal in the Court and State last aforesaid this 13 day of September 2001.

[Signature]  
Notary Public

My Commission Expires: 2-2-2004



PERSONALLY KNOWN ☒  
OR - PRODUCED IDENTIFICATION \_\_\_\_\_  
DID TAKE OATH ☐

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NOT-FOR-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED IN HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 17 day of Sept, 2001

REGISTERED AGENT


Dated: 9/17/2001

Patrick C. Barthet, Esquire

2001 SEP 18 PM 3:23  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA                     )  
   ) ss.  
COUNTY OF MIAMI-DADE            )

Sworn to and subscribed before me, the undersigned authority, this 17<sup>th</sup> day of September 2001.

 Maria Antonieta Rodriguez  
My Commission CC736050  
Expires April 22, 2002

Maria Antonieta Rodriguez  
Notary Public

My Commission Expires: 4/22/02

PERSONALLY KNOWN ☒  
OR - PRODUCED IDENTIFICATION \_\_\_\_\_  
DID TAKE OATH ☐