

N02 000000076

TRANSMITTAL LETTER

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

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 JAN -4 PM 1:36

SUBJECT: CANOE AND KAYAK CLUB OF STUART-POTSDAM, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000004751170--4
-01/04/02--01037--005
*****87.50 *****87.50

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 of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

Pls. mail
papers to: FROM:

Werner Hilpert

Name (Printed or typed)

796 SW Woodcreek Drive

Address

Palm City, FL 34990

City, State & Zip

561-287-6103

Daytime Telephone number

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

F. CHESSER JAN 7 2001

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

CANOE AND KAYAK CLUB OF STUART-POTSDAM, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

245 NE MacArthur Blvd.
Stuart, FL 34996

ARTICLE III PURPOSES

The purposes for which the corporation is organized are:

Section 1. Purposes. The general nature and purposes of the Canoe and Kayak Club of Stuart-Potsdam are to introduce, demonstrate and teach the people of Stuart and Martin County the skills and techniques associated with the sport of canoeing and kayaking, in close cooperation with the Canoe Club of Potsdam, Germany. This shall include opportunities for engaging in recreational as well as competitive amateur sports activities and other such purposes as may be authorized by and consistent with the provisions of Chapter 617, Florida Statutes, as amended from time to time. Furthermore, the officers of both clubs are committed to develop a partnership between the populace of both cities.

Section 2. Acquisition of Property. In order to further the purposes of this Corporation it may acquire by purchase, gift, grant, devise or bequest sports equipment, launch ramps, storage and training facilities and other property and hold and dispose same, whether real or personal, and to invest contributions and endowments in a trust, for the purpose of perpetuating the aims, objectives and purposes of the club.

Section 3. Activities. The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure the benefit of any member, Director, Officer, or individual, other than to an organization which qualifies as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and other than in furtherance of the Corporation's exempt purposes. It shall not have the power to issue certificates of stock or declare dividends.

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Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on 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.)

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such organization or organizations created and operated for non-profit purposes similar to those of the Corporation as shall be designated by the Board of Directors or the Corporation, so long as such organization or organizations at the time of such conveyance or distribution 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.)

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

(1) The Nominating Committee shall meet and by majority vote nominate a slate of Directors to be presented to the Board for election. This slate shall consist of no fewer a number of nominees than is necessary to increase the Board of Directors to the number specified in the Bylaws of the Corporation for whom Directors are being elected, considering all expiring terms or other vacancies.

(2) The Nominating Committee shall present in writing to each current Director its slate of proposed directors at least thirty (30) days prior to the Board meeting at which elections are to occur.

(3) The election of Directors shall occur at the annual Board meeting. If a quorum is not present at the annual meeting or, if the Board of Directors at the annual meeting fails to elect the entire slate of Directors, then elections shall be held at the next regular or special meeting of the Board.

(4) At a duly constituted meeting at which elections are scheduled the Nominating Committee shall present the slate of nominees for directorship. Nominees must receive affirmative votes of at least fifty percent plus one (50% + 1) of the Directors present at that meeting to be elected to the Board. If any nominees received less than fifty percent plus one (50% + 1) vote then that Director will not be elected to the Board at that meeting. Those nominees on the slate who do receive the votes of fifty percent plus one (50% + 1) of the directors present shall be elected and shall begin their terms at the time specified in the Bylaws.

(5) If the Board fails to elect enough new Directors to cause the number of Directors to be equal to the number required in the Bylaws then the Nominating Committee shall recommend new nominees to the Board and the Board shall conduct an election at its next regularly scheduled meeting. A special election meeting may be held at an earlier date. Steps (4) and (5) shall be followed until the required or desired number of directors is elected.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The titles, names and addresses are:

Title: President
Name: Gerhard Krebs
Address: 245 NE MacArthur Blvd.
Stuart, FL 34996

Title: Vice President
Name: Werner Hilpert
Address: 796 SW Woodcreek Drive
Palm City, FL 34990

Title: Treasurer
Name: Hanna Bush
Address: 4855 SW Loch Lane
Palm City, FL 34990

Title: Secretary
Name: Linda Venezia
Address: 4590 Sandpebble Trace
Stuart, FL 34996

ARTICLE VI INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is:

Name: Gerhard Krebs
Address: 245 NE MacArthur Blvd.
Stuart, FL 34996

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Gerhard Krebs
Address: 245 NE MacArthur Blvd.
Stuart, FL 34996

ARTICLE VIII BYLAWS

The Bylaws of the Corporation may be altered, amended or repealed and other Bylaws may be made and adapted, by a majority vote of the Directors at any meeting of the Board where a quorum is present; provided, however, that written notice of the proposed change shall be given to the Directors in the notice of the meeting.

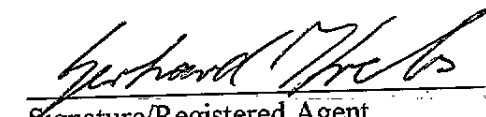
ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation may be made and adapted at a special meeting of the Board of Directors called for that purpose, by majority vote of those present, or at a regular meeting of the Board of Directors upon notice given of intention to submit such amendments.

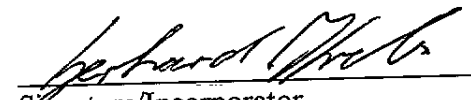
ARTICLE X TERM

The term of the Corporation shall be perpetual.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent
Gerhard Krebs



Signature/Incorporator
Gerhard Krebs

01/02/2002
Date
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