

NO 2000002419

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TRANSMITTAL LETTER

02 APR -3 PM 6:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Apalachee Bay Community Sailings, 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 of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

RECEIVED
02 APR -3 PM 3:52

FROM: Philip A. Werndli
Name (Printed or typed)

100005180661--7
-04/04/02--01002--008
*****78.75 *****78.75

3272 Rue de Latrue
Address

Tallahassee, FL 32312
City, State & Zip

850 488 8243
Daytime Telephone number

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

White
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APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
APALACHEE BAY COMMUNITY SAILING, INC.
A NONPROFIT FLORIDA CORPORATION

02 APR -3 PM 4:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is APALACHEE BAY COMMUNITY SAILING, INC., a Nonprofit Florida Corporation (hereinafter called the "Corporation").

ARTICLE II
TERMS OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III

INCORPORATORS

The name and residence of the Incorporator is:

Phillip A. Werndli
3272 Rue de Lafitte
Tallahassee, FL 32312

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE IV
PURPOSE

This Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value,

or other property, real or personal; and make expenditures and distributions to provide, including, but not limited to:

- A) sail training and education for suitable candidates in the techniques of cruising and racing sailboats focusing on developing recreational sailors; and
- B) practice sailing, classroom lectures, seminars and panel discussions through which selected trainees may be schooled in helmsmanship, sail trim and handling, sail and sailboat design and racing strategy and tactics.

ARTICLE V

PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. 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. 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI
DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Directors shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify under section 501(c) (3) of the Internal Revenue Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

ARTICLE VII
BOARD OF DIRECTORS

1. The affairs of the corporation are to be managed initially by a Board of Directors of seven (7) who shall be appointed by the Board of Directors of the Apalachee Bay Yacht Club, Inc. Each of six of the initial directors shall serve staggered terms of one (1), two (2) and three (3) years and which shall become two years terms after the initial terms expire. The final board member shall be the Vice-Commodore of the Apalachee Bay Yacht Club, Inc. who shall be an ex-officio voting member of the board.

2. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

Will Glenn
28 Sandpiper Lane
Crawfordville, FL 32327

Phillip A. Werndli
3272 Rue de Lafitte
Tallahassee, FL 32312

Robert Sellers
8906 Winged Foot Drive
Tallahassee, FL 32312

Steve Augustine
1410 Wekewa Nene
Tallahassee, FL 32301

John Harrell
238 Harbour Point Dr.
Crawfordville, FL 32327

Bill Wilhelm
748 Eleazer Place
Tallahassee, FL 32312

3. The initial officers of the Corporation shall be the President, the Vice President and the Secretary/Treasurer and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected annually by the Board of Directors.

4. Any director may be removed from office by a majority vote of the membership of the corporation.

ARTICLE VIII

INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The street and mailing address of the initial registered office is: 3272 Rue de Lafitte, Tallahassee, FL 32312 and the initial registered agent at that address is: Phillip A. Werndli.

ARTICLE IX

ADMINISTRATION

This corporation is organized and shall be operated, on a non-stock basis.

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ARTICLE X
MEMBERSHIP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The members of the corporation shall consist of the membership of the Board of Directors of the Apalachee Bay Yacht Club, Inc.

ARTICLE XI
BY-LAWS

The Directors, by majority vote, are authorized to establish by-laws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a majority vote of all members present and those represented by proxy at any meeting of the membership called for that purpose. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of April, 2002.

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.

Phillip A. Werndli

Phillip A. Werndli/Incorporator and Registered Agent