

# No 2000004630

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## FLORIDA NON-PROFIT CORPORATION

WINDSOR WINE ASSOCIATION, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**WINDSOR WINE ASSOCIATION, INC.**  
**(A Not for Profit Corporation)**

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**ARTICLE I**  
**NAME**

The name of the Corporation shall be WINDSOR WINE ASSOCIATION, INC. (hereinafter referred to as the "Corporation"). Its principal office shall be located at 3125 Windsor Blvd., Vero Beach, Indian River County, Florida 32963 or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II**  
**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**  
**PURPOSE AND POWERS**

The corporation is organized exclusively for charitable, religious, education, and scientific purposes, 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 the corresponding section of any future federal tax code. The Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide, and by the laws governing organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Instrument Prepared By:  
Jerome D. Quinn, Esq.  
3111 Cardinal Drive  
Vero Beach, FL 32963  
772/231-6900  
Florida Bar No. 0115907

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#### **ARTICLE IV PROHIBITION AGAINST DISTRIBUTION OF INCOME**

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 II, above. 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 the 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 the corresponding section of any future federal tax code.

#### **ARTICLE V CAPITAL STOCK**

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### **ARTICLE VI QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation.

#### **ARTICLE VII VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

#### **ARTICLE VIII LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the Corporation shall be liable for debts of the Corporation.

#### **ARTICLE IX BOARD OF DIRECTORS**

The Corporation's initial Board of Directors shall be composed of three (3) members. The method of election of directors, as well as the method for increasing or decreasing the number of the Board, shall

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be stated in the By-Laws. The names and addresses of the initial Directors of this Corporation are:

NAME	ADDRESS
Charles E. Henning	10625 Fife Avenue Vero Beach, FL 32963
Jerome D. Quinn	3111 Cardinal Drive Vero Beach, FL 32963
Robert Toomey	3125 Windsor Blvd. Vero Beach, FL 32963

#### ARTICLE X INCORPORATOR

The name and address of the incorporators is as follows:

NAME	ADDRESS
Jerome D. Quinn	3111 Cardinal Drive Vero Beach, FL 32963

#### ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed, for any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct or otherwise prohibited by applicable Florida law.

#### ARTICLE XII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE XIV  
INITIAL REGISTERED OFFICE AND AGENT**

The registered office for the Corporation and the registered agent for the Corporation at that address is the following: Jerome D. Quinn, 3111 Cardinal Drive, Vero Beach, Florida 32963.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18<sup>th</sup> day of June, 2002.

  
Jerome D. Quinn

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Jerome D. Quinn, Registered Agent