

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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02 AUG 12 AM 9:19
DIVISION OF CORPORATIONS

FLORIDA NON-PROFIT CORPORATION

EMERALD COAST SKI CLUB, INC.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 12, 2002

BURKE AND BLUE, P.A.

SUBJECT: EMERALD COAST SKI CLUB, INC.
REF: W02000023153

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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STATE BAR OF FLORIDA
DIVISION OF CORPORATE LAW

Emerald Coast Ski Club, Inc.
Articles of Incorporation
Page 1 of 2

**ARTICLES OF INCORPORATION OF
 EMERALD COAST SKI CLUB, INC.**
 (A Corporation Not-for-Profit)

In compliance with Chapter 617, Florida Statutes, and in accordance with other provisions of the corporation not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned, and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

The name of the proposed Corporation shall be, EMERALD COAST SKI CLUB, INC.

ARTICLE II

The term of existence of this Corporation shall be perpetual.

ARTICLE III

The general purpose for which this Corporation is organized is to promote an interest in alpine skiing and to conduct several annual ski trips for the members, various social functions throughout the year, to promote fellowship, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The Corporation shall be conducted as a non-profit organization and is organized exclusively for sports and social purposes.

ARTICLE IV

The Corporation shall have the following powers:

1. It shall have all the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida, providing said powers are permitted so as to provide a tax-exempt status as determined by the Department of Treasury, Internal Revenue Service.

2. 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 distributions in furtherance of the purposes set for in Article III hereof.

ARTICLE VI

The principle office of the Corporation shall be at 215 Grand Boulevard, Suite 101, Sandestin, Florida, 32550, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII

The affairs of the Corporation shall be administered by a President, two (2) Vice-Presidents, a Treasurer, a Secretary, a Director of Trips and a Membership Director subject to the direction of the Board of Directors.

ARTICLE VIII

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) members and shall be selected for a term of two (2) years by a majority vote of the members in good standing at the annual meeting, or as provided for by the By-Laws; each member of the Board of Directors shall be a member of the Corporation. The initial Board of Directors shall consist of M. Todd Burke, John Pitts, Jimmy Patrons, Jr., who shall serve until first Annual Meeting at which time an election shall be held.

ARTICLE IX

The names and positions of the Officers shall be by appointment pursuant to the Corporation's By-Laws.

Prepared By:
 M. Todd Burke, Esq.
 215 Grand Blvd., Suite 101
 Sandestin, FL 32550
 (850) 267-9498
 FL Bar No.: 052048

H02000179091 2

H02000179091 2

Emerald Coast Ski Club, Inc.
Articles of Incorporation
Page 2 of 2

ARTICLE X

The original By-Laws of the Corporation shall be adopted by the Board of Directors, and thereafter such By-Laws may be altered or rescinded.

ARTICLE XI

Every Board member and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Board member or officer of the Corporation, whether or not he is a Board member or officer of the Corporation at the time such expenses are incurred, except in such cases wherein the Board member or officer is judged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a claim for reimbursement or indemnification hereunder based upon a settlement by the Board member or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not inclusive of all other rights to which such Board member or officer may be entitled.

ARTICLE XII

These Articles may be amended in the following manner:

The Board of Directors shall adopt a resolution setting forth the proposed amendment.

Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon.

At such meeting, the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members present.

ARTICLE XIII

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 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 the Circuit Court of this 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.

ARTICLE XIV

These Subscribers to these Articles of Incorporation and their addresses are:

M. Todd Burke, Esq.
Burke & Blue, P.A.
215 Grand Boulevard, Suite 101
Sandestin, FL 32550

ARTICLE XV

The initial Registered Agent of the Corporation and his address is:

M. Todd Burke, Esq.
Burke & Blue, P.A.
215 Grand Boulevard, Suite 101
Sandestin, FL 32550

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this 9th day of August, 2002.


M. Todd Burke, Esq.

Prepared By:
M. Todd Burke, Esq.
215 Grand Blvd., Suite 101
Sandestin, FL 32550
(850) 267-9498
FL Bar No.: 052048

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H02000179091 2

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of the incorporation of EMERALD COAST SKI CLUB, INC., as registered agent of this corporation, hereby consents to accept service of the process for the above stated company at the place designated in the articles of incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the positions of registered agent.



Name: M. Todd Burke, Esq.

Registered Agent

Address: 215 Grand Boulevard

Suite 101

Sandestin, FL 32550

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STATE OF FLORIDA

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