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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 5, 2002

DAN POSNER  
22761 NEPTUNE ROAD  
BOCA RATON, FL 33428

SUBJECT: THE FLORIDA BASS FOUNDATION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P02000115869) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON-PROFIT corporation and assigned new document number N02000008519 with the original file date of October 25, 2002.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,  
Stacy Prather  
Document Specialist Supervisor  
New Filings Section

Letter number: 802A00060493

## TRANSMITTAL LETTER

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

SUBJECT: The Florida Bass Foundation, 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**

FROM: Dan Posner  
Name (Printed or typed)

22761 Neptune Road  
Address

Boca Raton, FL 33428  
City, State & Zip

(561) 883-1361  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)  
*of*

**THE FLORIDA BASS FOUNDATION, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under Chapter 617, F.S., Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is The Florida Bass Foundation, Inc. (hereinafter called the "Corporation").

**ARTICLE II  
INCORPORATOR'S NAME AND ADDRESS**

The name and street address of the Incorporator is:

Dan Posner  
22761 Neptune Road  
Boca Raton, FL 33428

**ARTICLE III  
INITIAL PRINCIPAL OFFICE**

The mailing address of the Corporation's initial principal office is:

The Florida Bass Foundation, Inc.  
22761 Neptune Road  
Boca Raton, FL 33428

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

Dan Posner  
22761 Neptune Road  
Boca Raton, FL 33428

**ARTICLE V  
PURPOSE**

The Corporation is organized and operating for charitable, educational, scientific and government spending reduction purposes. Specifically, the Corporation has a mission of developing Courseware and educational services, administering waterway cleanup programs, providing funding through scholarships and conducting scientific research to improve the habitat of freshwater habitat and quality of life for residents in and visitors to the State of Florida. All this is done within Chapter 617, F.S., Florida Not For Profit Corporation Act, and the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as subsequently amended.

**ARTICLE VI  
OFFICERS**

The names and residence addresses of the persons constituting the initial officers are:

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TALLAHASSEE, FLORIDA

Daniel Posner, President  
22761 Neptune Road  
Boca Raton, FL 33428

Pamela Posner, Secretary, Treasurer  
22761 Neptune Road  
Boca Raton, FL 33428

Including the initial Officers, the board of directors shall consist of a minimum of three (3) persons and in addition such number of directors as shall be determined by the from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this Corporation shall be personally liable to the Corporation for monetary damages for breach of any duty owed to the Corporation, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law.

## **ARTICLE VIII OTHER PROVISIONS**

Assets: The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation under Chapter 617, F.S., Florida Not For Profit Corporation Act. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

Management: Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three. The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation shall be as stated in the bylaws.

Initial Board of Directors: The initial Board of Directors of the Corporation shall be appointed by the Incorporator at the first organizational meeting of the Corporation.

Members: The Corporation shall have one or more classes of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws.

Dissolution: If this organization is dissolved through a unanimous vote of the Board of Directors and the Incorporator, or by any other means, legally binding upon the corporation under Chapter 617, F.S., Florida Not For Profit Corporation Act, 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 codes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

Director or Officer Interest: In the absence of fraud, no transaction between (a) this Corporation and (b) any other association, corporation or any director or officer of this Corporation individually, shall be affected by the fact that any director or officer of this Corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation. In addition no part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any 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 purpose set forth in article V hereof.


Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation under Chapter 617, F.S., Florida Not For Profit Corporation Act, and a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of future federal tax code.

Corporate Seal: The Corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments: The Board of Directors of the Corporation may amend these Articles of Incorporation, as it may deem necessary for the conduct of its business and carrying out of its purposes under Chapter 617, F.S., Florida Not For Profit Corporation Act and section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Upon written notice, the Articles of Incorporation may be amended, altered, or rescinded by a unanimous vote of the Board of Directors of the Corporation and the Incorporator, in accordance with procedures established by the Bylaws.

The President or any Vice-President and the Secretary or Treasurer shall execute all instruments that are executed on behalf of the Corporation which affect an interest in real estate. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

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

Date

10/24/02

  
Signature/Incorporator

Date

10/24/02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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