

NO 20000009576

Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

LEATHERNECK LOUNGE, INC.

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Fax Audit No. H02000236598 7

ARTICLES OF INCORPORATION
OF
LEATHERNECK LOUNGE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

§ I. Name

The name of the corporation shall be LEATHERNECK LOUNGE, INC.

The principal address of the corporation at the time of incorporation is 8405 Sunshine Grove Road, Brooksville, FL 34613 and the mailing address is 8405 Sunshine Grove Road, Brooksville, FL 34613.

§ II. Duration

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the date these articles of incorporation are filed by the Department of State.

§ III. Purpose

(a) The specific and primary purpose for which this corporation is

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Fax Audit No. H02000236598 7

Page 1 of 6

Fax Audit No. H02000236598 7

organized is to provide social and recreational facilities for its members.

(b) The general purpose for which this corporation is organized is to operate a private social club for the benefit of its members, and to promote social intercourse among them.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred on not for profit corporations under the laws of the State of Florida generally, and specifically as provided in the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Article III.

§ IV. Qualifications and Admission of Members

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

§ V. Registered Office and Registered Agent

The street address of the corporation's initial registered office is 8405 Sunshine Grove Road, Brooksville, FL 34613, and the name of the corporation's initial registered agent at that address is Joe Schlosser, 8405 Sunshine Grove Road, Brooksville, FL 34613.

§ VI. First Board of Directors

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Fax Audit No. H02000236598 7

Page 2 of 6

Fax Audit No. H0200023659E 7

Name	Address
Eric Jude	5218 Fieldstone, Spring Hill, FL 34606
Terry Burcaw	11014 La Paz Court, Spring Hill, FL 34608
Hank Kessler	3489 St. Ives Boulevard, Spring Hill, FL 34609
Eugene Podraza	15110- Rialto Avenue, Brooksville, FL 34613

§ VII. Basis Under Which Corporation Organized

The corporation is a not for profit corporation as defined by the Florida Not for Profit Corporation Act, FS §617.01401. As such, it is not organized for the pecuniary gain or profit of, and of the net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

§ VIII. Management of Corporate Affairs

(a) *Board of Directors.* The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of five directors. The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the board of directors.

(b) *Election of Directors.* The method of electing directors shall be as set forth in the bylaws.

(c) *Elective Officers.* The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such a purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) *Standing Committees.* This corporation may have standing committees, including but not limited to: The board of directors will elect annually, from its members, an executive committee of three persons and an admission committee of three persons. The board of directors will elect annually, from the members, persons to serve

Fax Audit No. H0200023659E 7

Page 3 of 6

Fax Audit No. H02000236598 7

on these committees. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed by the board of directors.

§ IX. Incorporator

The name and address of the incorporator is as follows:

Name

Address

Joe Schlosser

8405 Sunshine Grove Road, Brooksville, FL 34613

§ X. Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

§ XI. Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

§ XII. Distribution on Dissolution

If the corporation will seek tax-exempt status under the Internal Revenue Code, state: In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in 26 U.S.C.A. §501(c)(3) or 170(c)(2) or corresponding sections as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

§ XIII. Indemnification

Every director and every officer of association, and every member of association serving association at its request, shall be indemnified by association against all expenses

Fax Audit No. H02000236598 7

Page 4 of 6

Fax Audit No. H02000236598 7

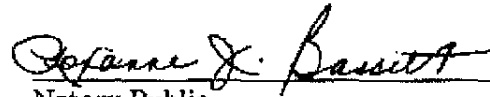
and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of association, or by reason of him or her having served association at its request, whether or not he or she is a director or officer or member serving association at the time the expenses or liabilities are incurred, except when the director, officer or member serving association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving association may be entitled.

IN WITNESS WHEREOF, the persons who are to act in the capacity as first directors of this corporation have hereunto set their hands this _____ day of October, 2002..


Joe Schlosser

STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Joe Schlosser who is personally known to me or who produced FL Driver License as identification on this 11th day of December, 2002.



Notary Public

(Stamp, type, or print name

and date commission expires along with
commission number below or to the left)

Roxanne J. Bassett
MY COMMISSION # DD057113 EXPIRES
November 13, 2005
BONDED BY TROY FARM INSURANCE, INC.

Fax Audit No. H02000236598 7

Page 5 of 6

Fax Audit No. H02000236598 7

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is LEATHERNECK LOUNGE, INC.
2. The name and address of the registered agent and office is:

Joe Schlosser, 8405 Sunshine Grove Road, Brooksville, FL 34613

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Joe Schlosser12/11/02

Date

Fax Audit No. H02000236598 7

Page 6 of 6