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(Requestor's Name)

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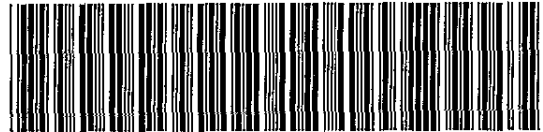
(Business Entity Name)

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4-18-03
B.

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 4.18.03 Kelly

☒ CERTIFIED COPY _____ CUS _____

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1.) Stags Club Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

FILED

2003 APR 18 PM 12:11

ARTICLES OF INCORPORATION
OF
STAGS CLUB, INC.
(A Florida Corporation, Not for Profit)

STATE
FLORIDA

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME.

The name of this corporation shall be the **STAGS CLUB, INC.**

II. AUTHORIZATION.

This corporation shall be governed according to the laws promulgated under Chapter 617 of the Florida Statutes.

III. STATUS.

The corporation is a not-for-profit corporation.

IV. DURATION.

The term of existence of this corporation is perpetual, from the date hereof.

V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address for the corporation is 128 Gulf Side Drive, Islamorada, FL 33036-3318.

VI. PURPOSE OF BUSINESS.

This corporation is organized primarily for pleasure, recreation, and other nonprofitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any benefit of any member or individual. This corporation may to a lesser and insubstantial extent, engage in any activity which is not in violation of the laws of the State of Florida and would not cause revocation of its tax exempt status as may be granted by the Internal Revenue Service pursuant to the 1986 Internal Revenue Code, as amended (the "Code").

VII. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is located at 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, FL 33134 and the name of the initial registered agent of this corporation at this address is Robert L. Trescott.

VIII. INCORPORATORS.

The name and address of the person signing these Articles of Incorporation is:

~~James~~ ^{JIM} Kavney, 128 Gulf Side Drive, Islamorada, FL 33034-3318

IX. DIRECTORS.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James ^{JIM} Kavney	128 Gulf Side Drive Islamorada, FL 33034-3318
Don Humphries	51 Princewood Lane Palm Beach Gardens, FL 33410
Robert L. Trescott	5351 Banyan Drive Coral Gables, FL 33134

(A) Directors. The directors named in these Article of Incorporation as the First Board of Directors shall hold office until the first annual meeting of the members, at which an election of directors shall be held. Thereafter the term of office of each director shall be one (1) year and until the qualification of a successor in office of such director.

(B) Corporate Officers. The board of directors shall elect the following officers: president, vice president, treasurer, and secretary and other such officers as the bylaws of this corporation may authorize the directors to elect from time to time, Initially, such officers shall be elected at the first meeting of the board of

directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>TITLE</u>
James ^{Jim} Kavney	President
Don Humphries	Vice-President
Robert L. Trescott	Secretary/Treasurer

X. MEMBERS.

The members of this corporation shall consist of the initial directors named herein and such other persons as are approved for membership by the Board of Directors as provided in the By-Laws.

XI. MANAGEMENT.

The affairs of the corporation shall be managed by a president, vice president, secretary and a treasurer, and such additional and assistant officers as shall be provided for in the By-Laws, under the supervision of the Board of Directors. The officers shall be elected by the Board of Directors, or as provided in the By-Laws. The officers shall serve for a period of one (1) year or until their successors are elected or appointed.

XII. DISPOSITION OF ASSETS.

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by transferring such assets to an organization or organizations which are exempt under Section 501(c)(3) of the Code. The Board of Directors shall ascertain that such organization(s) are engaged in activities of the type described in Article VI above. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

XIII. BOARD OF DIRECTORS.

The Board of Directors shall be a self-perpetuating body whose members shall be chosen only from among the members of this corporation. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a director, the then remaining director, shall, within a reasonable time, fill the vacancy, or vacancies.

XIV. INDEMNIFICATION.

This corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

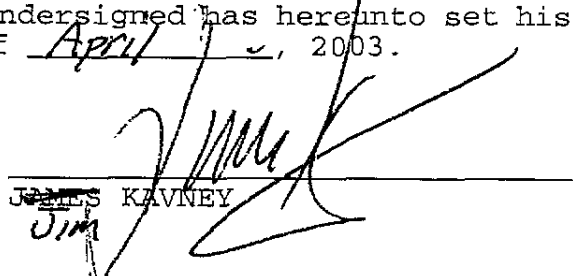
XV. BYLAWS.

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal By-Laws at their pleasure, so long as such By-Laws are in accordance with the laws of the State of Florida and the Code.

XVI. AMENDMENTS.

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this 1st day of April, 2003.



JAMES KAVNEY
Jim

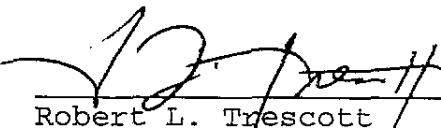
**RESIDENT AGENT
CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That the STAGS CLUB, INC. desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of Islamorada, County of Monroe, State of Florida, has named Robert L. Trescott, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Robert L. Trescott
Resident Agent

2003 MAR 12 PM 12:11