

No30000010142

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

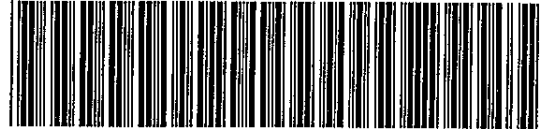
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700024561127

11/17/03--01011--003 **78.75

FILED

03 NOV 14 PM 6:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



gjc
11/16

TRANSMITTAL LETTER

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

SUBJECT: Osprey Cars, 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: Peter M. DeMarco
Name (Printed or typed)

2901 South Tamiami Tr
Address

Sarasota, FL 34239
City, State & Zip

(941) 366-1980
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
OSPREY OARS, INC.
(a Corporation Not For Profit)

We, the undersigned persons of lawful age, at least the majority of whom are residents of the State of Florida, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the Statutes of the State of Florida.

ARTICLE ONE
NAME

The name of the corporation: OSPREY OARS, INC.

ARTICLE TWO
STATEMENT OF COPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE
GENERAL AND SPECIFIC PURPOSES

- (a) The specific and primary purposes for which this corporation is formed shall be:
1. To accomplish all of the stated purposes for the benefit of all the youth of Sarasota County, Florida, without regard to race, color, creed, sex or national origin.
 2. To foster and encourage in the youth of the community through the sport of rowing a spirit of loyalty and faith in American traditions and institutions.
 3. To promote and safeguard the interests and general welfare of the youth of the community through the sport of rowing.
 4. To instill good health habits, good sportsmanship and high morals and civic standards in the youth of the community through the sport of rowing.
 5. To help fulfill the need for recreational, educational and social activities for the youth of our community through the sport of rowing and by providing educational scholarships.
- (a) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 of corresponding provisions of and subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- (b) Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (1) a corporation

exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE FOUR

TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE

MEMBERSHIP

- (a) Eligibility: All Persons, firms, organizations and corporations interested in promoting the interest and general welfare of the youth of Sarasota County, Florida.
- (b) Rights and Liability of Members: The individual members of this corporation shall not benefit personally in its income, property or assets, nor shall any portion of such income, property or asset be distributed to any individual member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE SIX

SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Peter M. de Manio
3101 Lake Park Lane, Sarasota, FL 34231

Bill Plifka
2708 Bigelow Dr., Sarasota, FL 34239

Robert E. Turffs
8889 Fishermen's Bay Dr., Sarasota, FL 34231

Thomas R. Cramer
800 South Osprey Ave., Sarasota, FL 34236

Joanmarie L King
4843 Stone Ridge Trail, Sarasota, FL 34232

ARTICLE SEVEN
LOCATION OF PRINCIPAL OFFICE
AND
IDENTIFICATION OF REGISTERED AGENT

- (a) The address in the state of Florida where the principal office for the transaction of business is:

2901 South Tamiami Trail
Sarasota, FL 34239

- (b) The name and address of this corporation's registered agent is:

Peter M. de Manio
2901 South Tamiami Trail
Sarasota, FL 34239

ARTICLE EIGHT
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 Directors. The number of initial directors of the corporation shall be not less than (4); provided, however, that such number may be changed by a by-law duly adopted.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The names and addresses of such first members of the Board of Directors are as follows:

Peter M. de Manio
3101 Lake Park Lane, Sarasota, FL 34231

Bill Plifka
2708 Bigelow Dr., Sarasota, FL 34239

Robert E. Turffs
8889 Fishermen's Bay Dr., Sarasota, FL 34231

Thomas R. Cramer
800 South Osprey Ave., Sarasota, FL 34236

Joanmarie L King
4843 Stone Ridge Trail, Sarasota, FL 34232

- (b) Corporate Officers: The Board of Directors shall elect the following officers: President; Vice President; Secretary and Treasure, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE NINE BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not For Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefore in the By-Laws.

ARTICLE TEN DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN DISTRIBUTION OF ASSETS

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, state or local government for exclusive public purposes.

ARTICLE TWELVE MISCELLANEOUS

- (a) Distribution of Income: The corporation shall distribute its income for each taxable at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.
- (b) Self-dealing: The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.
- (c) Excess Business Holdings: The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

- (d) Investments Jeopardizing Charitable Purpose: The corporation shall not take any investments in such manner as to subject it to tax under Section 4944 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.
- (e) Taxable Expenditures: The corporation shall not make any expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent tax laws.

ARTICLE THIRTEEN
AMENDMENT TO 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 members for their vote. Amendments may be adopted by the vote of three-quarters (3/4) of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these Articles of Incorporation on the 12th day of November, 2003.

I accept the duties of registered agent.

1) *Peter M. de Manio*
Peter M. de Manio
Registered Agent

4) *Thomas R. Cramer*
Thomas R. Cramer

2) *Bill Plifka*
Bill Plifka

5) *Joanmarie L. King*
Joanmarie L. King

3) *Robert E. Turffs*
Robert E. Turffs

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12th day of November, 2003, by "See below", who ARE personally known to me, or who produced *D. de Manio* as identification.

1) *Peter de Manio* 3) *Robert E. Turffs*
2) *Bill Plifka* 4) *Thomas Cramer*
(SEAL) 5) *Joanmarie L. King*

M. Lynette Taylor
Notary Public,
My Commission Expires:

