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(Business Entity Name)

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TALLAHASSEE, FLORIDA

04/26/04

**Admiral Handicapped Scuba Adventures, Inc.**

**1 Harbor Shores Rd.  
Key Largo, FL 33037  
(305) 451-1114**

**February 17, 2004**

**Department of State  
Division of Corporations—Non-Profit Section  
P. O. Box 6327  
Tallahassee, FL 32314**

**To Whom It May Concern:**

**I am interested in establishing a non-profit corporation, receiving a Certified Copy of the Articles of Incorporation, and a Certificate of Incorporation that indicates the organization is officially incorporated. Once this is completed, the next step for the organization is beginning the process of obtaining a 501(c)(3) designation from the IRS.**

**Please file the enclosed Articles of Incorporation and return a Certificate of Incorporation and the Certified Copy of the Articles of Incorporation to my attention at the above address.**

**A check in the amount of \$87.50 covering fees is enclosed, made payable to the Department of State. Thanks for your assistance in this matter.**

**Sincerely,**



**William G. Gordon  
Registered Agent/Incorporator**

**Enclosures 4**

**(Check, Original Articles of Incorporation, & two copies)**

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

**ARTICLE I. NAME**

The full name of the corporation shall be:  
**Admiral Handicapped Scuba Adventures, Inc.**

**ARTICLE II. PRINCIPLE OFFICE**

The principal place of business and full mailing address of this corporation shall be:  
**1 Harbor Shores Road, Key Largo, FL 33037.**

**ARTICLE III. TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE IV. PURPOSE**

- A) This corporation is a not-for-profit, public benefit corporation organized under Chapter 617, Florida Statutes—the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. It is not organized for the private gain of any person.

**This non-profit corporation's purpose is to provide a concrete, working example of how accessible water-related outdoor recreation can be seamlessly blended into local community recreational offerings, serve as an educational resource on matters related to accessible recreation (i.e. scuba diving, snorkeling, boating, fishing) for individuals with disabilities, their families & friends, and the general public; and act as a referral resource and/or network advocate for accessible outdoor recreation for individuals with disabilities. Special attention will be directed toward youth, minority, and low-income populations.**

- B) This corporation is organized and operated exclusively for educational and charitable purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under

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Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE V. MANNER OF ELECTION**

The corporation is governed by a Board of Directors. The manner in which the directors are elected is by ballot at the annual meeting of the corporation. If a vacancy occurs or the board is expanded prior between annual meetings, the vacancy will be filled at a regular Board meeting by ballot. The newly elected Board member will serve out the remainder of the current year for the vacated or newly created position and will need to be reelected at the next annual meeting following the process described in the By-Laws.

#### **ARTICLE VI. NONSTOCK BASIS**

The corporation is organized (and shall be operated) within the meaning of the Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue non-voting membership certificates if so provided in the By-Laws.

#### **ARTICLE VII. INITIAL DIRECTORS/OFFICERS**

Serving As	Also As	Name	Address
Director	Chair, Executive Director, Program Director	William G. Gordon	1 Harbor Shores Rd Key Largo, FL 33037
Director	Vice-Chair	Susan L. Gordon	1 Harbor Shores Rd Key Largo, FL 33037
Director	Secretary/Treasurer	K.C. Ostronik	101425 Overseas Hwy #822 Key Largo, FL 33037
Director		Capt Michael Nealey	255 Upper Matecumbe Key Largo, FL 33037
Director		Eugenio R. Silva	4705 S.W. 72 <sup>nd</sup> Ave Miami, FL 33155

#### **ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is **William G. Gordon, 1 Harbor Shores Road, Key Largo, FL 33037; Phone (305) 451-1114.**

#### **ARTICLE IX. ASSETS OF THE CORPORATION**

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 compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and

the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE X. DISSOLUTION OF CORPORATION**

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 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.

#### **ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION**

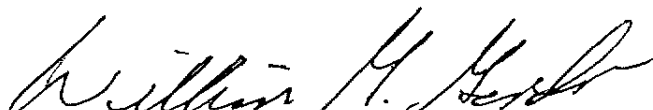
These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE XII. INCORPORATOR(S)**

The name and address of the Incorporator is **William G. Gordon, 1 Harbor Shores Road, Key Largo, FL 33037; Phone (305) 451-1114.**

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*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

17 Feb 2004  
Date

  
Signature/Incorporator

17 Feb 2004  
Date