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**FLORIDA NON-PROFIT CORPORATION**

**Fishing Rights Alliance, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
FISHING RIGHTS ALLIANCE, INC.**

The undersigned, acting as incorporator, adopts these Articles of Incorporation and form a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

**Article I Name**

The name of the Corporation is Fishing Rights Alliance, Inc.

**Article II Term of Existence**

The Corporation will have perpetual existence.

**Article III Purposes**

The purposes for which the Corporation is formed are to engage in any lawful acts or activities where such acts or activities are likely to lead to the establishment, maintenance, and administration of educational, research, environmental and civic projects sponsored by FRA or from time to time in partnership with other nonprofit organizations, educational and research institutions and conservation organizations, or any other activity permitted by applicable law to: protect the sustainability of marine fisheries, help alleviate or correct problems caused by over utilization or mismanagement of marine resources, provide more reliable scientific analysis of marine fisheries, increase the general public's knowledge of and awareness of fishery populations, reduce or alleviate environmental damage, and, where necessary, promote reasonable and effective private, recreational, commercial and governmental fisheries management policies through direct participation, and fundraising, education, involvement, activism. The Corporation will also engage in the promotion of legislation, production of propaganda, funding of litigation and support of candidates where such activities are likely to support cooperative fisheries research, educational and fundraising events such as fishing tournaments and environmental clean up events, marine habitat reconstruction and development, reef building, and the like.

**Article IV Members**

The Corporation shall have three classes of members referred to as General Members, Advisory Members and Governing Members. Governing Members shall also mean the Corporation's Board of Directors. Only the Governing Members/Directors shall be entitled to vote at meetings of members of the Board of Directors of the Corporation as and to the extent provided in the Bylaws of the Corporation. Advisory Members provide advice and consult with the Governing Members. General Members are those who have contributed general membership dues to the Corporation, and may be terminated by vote of the Board of Directors and as provided in the Bylaws.. Beginning on the 2<sup>nd</sup> annual meeting of General Members, each General Member is entitled to vote

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and a plurality of General Members at such annual meeting during which a quorum is present elects 2 General Member representatives who will serve as Governing Members on the Board of Governing Members. Advisory Members and General Members do not vote on issues of governance of the Corporation. All other conditions of membership shall be as specified in the Bylaws of the Corporation. Membership is not transferable.

#### **Article V Powers**

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations (the "Code"). In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(4) of the Code.

#### **Article VI Dissolution**

In the event of dissolution or final liquidation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, be distributed first to be distributed to the Rottman Memorial Scholarship Fund (the "Fund") (if then in existence and exempt under 501(c)(3) of the Code), and if not to the Fund, to another organization exempt under section 501(c)(3) of the Code, with similar purposes, provided however, if such an organization does not exist or otherwise cannot be found after reasonable inquiry, the board of directors shall select another organization exempt under section 501(c)(3) of the Code to receive such assets and property, or to the Federal government, or state or local government for a public purpose.

#### **Article VII Principal Office**

The principal office and mailing address of the Corporation is 101 East Kennedy Boulevard, Tampa, Florida 33602.

#### **Article VIII Initial Directors/ Governing Members and Officers**

The Corporation will have 6 Governing Members initially. References herein or in the By-Laws of the Corporation to Directors means Governing Members. Governing Members may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of Governing Members may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial 6 Governing Members of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

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**Name/Office of Governing Members****Address**

Dennis O'Hern  
Governing Member, Chairman  
and President

8228 Denise Drive  
Seminole, FL 33777

Scott McPherson  
Governing Member

5723 Main Street  
New Port Richey, FL 34652

John Schmidt  
Governing Member

26 Cypress Drive  
Palm Harbor, FL 34684

Jason DeLaCruz  
Governing Member

12124 Lillian Avenue  
Seminole, FL 33778

Paul Kerr  
Governing Member

4711 54<sup>th</sup> Avenue North  
St. Petersburg, FL 33714

Ed Walker  
Governing Member

3219 Bluff Blvd.  
Holiday, FL 34691

**Article IX Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602-5149 and the name of its initial registered agent at such address is Scott Weber.

**Article X Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

**Name****Address**

Scott P. Weber

c/o Piper Rudnick LLP  
101 E. Kennedy Boulevard, Suite 2000  
Tampa, FL 33602-5149

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Article XI Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

Article XII Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

Article XIII Amendment

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

\*\*\*\*\*

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: \_\_\_\_\_

March 2, 2004  
\_\_\_\_\_  
Scott P. Weber  
Registered Agent

Dated: \_\_\_\_\_

March 2, 2004  
\_\_\_\_\_  
Scott P. Weber  
Incorporator