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JOHN MORGAN BRUNSON  
ATTORNEY AND COUNSELOR AT LAW

1474 JORDAN HILLS COURT  
CLEARWATER, FLORIDA 33756

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March 10, 2004

VIA U.P.S. NEXT DAY

Secretary of State  
State of Florida  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32399

Re: St. Petersburg Offshore Super Series, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation to be filed for St. Petersburg Offshore Super Series, Inc. Also enclosed is a check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee.

Please advise if you have any questions or comments.

Very truly yours,

  
John Morgan Brunson

Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF**

**ST. PETERSBURG OFFSHORE SUPER SERIES, INC.**

**A Florida Not-for-Profit Corporation**

**THE UNDERSIGNED**, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617 – Florida Statutes, and does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE - NAME**

The name of the Corporation is ST. PETERSBURG OFFSHORE SUPER SERIES, INC.

**ARTICLE TWO - PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation is 6822 22<sup>nd</sup> Avenue North #174, St. Petersburg, FL 33710, and the mailing address of the Corporation is 6822 22<sup>nd</sup> Avenue North #174, St. Petersburg, FL 33710.

**ARTICLE THREE - DURATION**

The term of existence of the Corporation is perpetual unless terminated by a vote of the members pursuant to the By-Laws and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE FOUR - PURPOSE**

The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation may also engage in such other charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as

amended, or corresponding Section of any future federal tax code, generally related to or in furtherance of the above purposes.

#### **ARTICLE FIVE - MEMBERSHIP**

The qualification for and manner of admission of members shall be regulated by the Bylaws.

#### **ARTICLE SIX - CORPORATE POWERS AND LIMITATIONS**

6.01 The Corporation shall have all of the powers provided to a Florida Nonprofit Corporation under Chapter 617 of the Florida Statutes, specifically including, but not limited to, the power to conduct activities and engage in transactions incidental to the purposes enumerated in Article Four, and the power to accept contributions, subject to the following limitations:

(a) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Corporation.

(b) 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 any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by

- (I) An organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended or
- (II) 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.

6.02 Upon 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 exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated to best accomplish the general purpose for which this corporation is organized as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) off the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determined. Any of such 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 for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE SEVEN - DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the active members pursuant to the By-Laws, but shall never be less than three (3).

The name and street address of the members of the initial Board of Directors are:

Todd C. Werner	Abe Mummau	Linda Wint
12050 49 <sup>th</sup> Street North	3058 Merrill Avenue	111 N. Lady Mary Drive #3
Suite A	Clearwater, FL 33759	Clearwater, FL 33755
Clearwater, FL 33762		

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected. Directors shall be elected in accordance with the By-Laws of the Corporation.

#### **ARTICLE EIGHT - INITIAL OFFICERS**

The officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting. The names and addresses of the first officers who shall serve until their successors are elected or appointed and are duly qualified are:

President  
Todd C. Werner  
6822 22<sup>nd</sup> Avenue North #174  
St. Petersburg, FL 33710

Vice President  
Todd C. Werner  
6822 22<sup>nd</sup> Avenue North #174  
St. Petersburg, FL 33710

Secretary  
Todd C. Werner  
6822 22<sup>nd</sup> Avenue North #174  
St. Petersburg, FL 33710

Treasurer  
Todd C. Werner  
6822 22<sup>nd</sup> Avenue North #174  
St. Petersburg, FL 33710

#### **ARTICLE NINE - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is 1474 Jordan Hills Court, Clearwater, Pinellas County, Florida 33756. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as John Morgan Brunson, Esquire. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

#### **ARTICLE TEN - INCORPORATOR**

The name and street address of the undersigned as incorporator of these Articles of Incorporation is: Todd C. Werner, 6822 22<sup>nd</sup> Avenue North #174, St. Petersburg, FL 33710.


#### **ARTICLE ELEVEN- BY-LAWS**

The By-Laws of this corporation are to be made, amended, or rescinded by the Board of Directors or the Members as provided in the By-Laws of the corporation.

#### **ARTICLE TWELVE - INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned have hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of March, 2004.

 (SEAL)  
TODD C. WERNER

The foregoing instrument was acknowledged before me this 10 day of March, 2004, by Todd C. Werner who is X personally known to me or        has produced        as identification and who        did (did not) take an oath.

**My Commission Expires:**



## ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

John Morgan Brunson, Esquire  
1474 Jordan Hills Court  
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)  
John Morgan Brunson

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