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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# **DEBORAH MARKS, P.A.**

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999 Brickell Bay Drive  
Suite 1809  
Miami, FL 33131  
Telephone (305) 372-9400  
Facsimile (305) 716-9154

October 8, 2004

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Club Beneteau of Florida, Inc.  
A Florida not-for-profit Corporation

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation and original bylaws together with a check for \$90.50 representing the Filing Fee, Certified Copy and Certificate of Status.

Kindly return the certified copy to me by federal express. A return federal express envelope with completed label (billing the charges to me) is enclosed.

Thank you for your attention to these matters.

Yours,

  
Deborah Marks

**Articles of Incorporation  
of  
Club Beneteau of Florida, Inc.**

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TALLAHASSEE, FLORIDA

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The undersigned forms a not-for-profit corporation under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

**Article I: Name**

The name of this Corporation shall be: Club Beneteau of Florida, Inc.

**Article II- Mailing Address of the Corporation**

The mailing address of this corporation shall be c/o Deborah Marks, Registered Agent  
999 Brickell Bay Drive, Suite 1809, Miami, FL 33131

**Article III- Purposes of Corporation**

The purposes for which this Corporation is organized are:

- A. To promote and enjoy the sport of sailing
- B. To provide a program of family cruising, so that the members may enjoy the good fellowship associated with the sport of sailing
- C. To provide an arena for both the novice sailor and the more experienced sailor in an effort to foster and develop the art of sailing in and around the State of Florida.
- D. To provide educational opportunities for members to learn about topics of interest to boaters.
- E. To operate as a Florida Corporation in the manner provided under Internal Revenue Code section 26 USC 501(c)(7) as a Club organized for pleasure, recreation, and other nonprofit 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 private member
- F. This Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for pleasure, recreational and other nonprofit purposes.
- G. This Corporation does not contemplate any pecuniary gain or profit to directors or officers thereof and no part of any earning of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its director and officers for all expenses reasonably incurred in performing services rendered to the Corporation) and no director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any not-for-profit corporation described in Code §501(c)(3) and 170(c)(2) as specified below.

- H. No substantial part of the activity of the Corporation shall include or consist of carrying on of propaganda or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of or in opposition to any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate.)
- I. All the property of this Corporation is and shall be irrevocably dedicated to recreational or social or charitable or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively for educational or charitable purposes which at the time of such dissolution, qualify as an exempt organization under Code §501(c)(3), §170(c)(2) and §509(a)(1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, or any other local government for exclusive public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, as said court shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution, go or be distributed to the members of the Corporation, if any, either for reimbursement of any sums subscribed, donated, or contributed by such members, or for any other purpose.

#### **Article IV- Directors**

The affairs of the Corporation are to be managed by an Executive Committee consisting of no less than three (3) Officers and/or Directors, which number may be increased from time to time as provided in the Corporations Bylaws. The method of election and appointment of the directors of the Corporation shall be set forth in the Corporation's Bylaws. The initial directors of the Corporation are as follows:

**President:**

Jeffrey Schwartz  
19685 SW 88<sup>th</sup> Court  
Miami, FL 33157

**Vice President:**

Thomas Maher  
301 Alesio Avenue  
Coral Gables, FL 33134

**Secretary:**

Cathy Peak Buller  
1960 SW 32<sup>nd</sup> Place  
Miami, FL 33145

**Treasurer:**

Deborah Marks  
999 Brickell Bay Drive  
Suite 1809  
Miami, FL 33131

**Article V- Initial Registered Office and Registered Agent**

The Street address of the initial registered office of this Corporation in the State of Florida and the Corporations initial registered agent at that office shall be:

Deborah Marks, Esq.  
999 Brickell Bay Drive  
Suite 1809  
Miami, FL 33131

**Article VI- Incorporators**

The names and addresses of the Incorporators of the Corporation are as follows:

Deborah Marks  
999 Brickell Bay Drive  
Suite 1809  
Miami, FL 33131

Jeffrey Schwartz  
19685 SW 88<sup>th</sup> Court  
Miami, FL 33157

**Article VII- Bylaws**

The power to adopt, alter, amend, or appeal the Bylaws shall be vested in the Executive Committee, subject to a vote of the membership, and the Bylaws shall be hereby adopted at the first meeting of the Executive Committee. Such Bylaws may be amended or repealed in whole or in part in the manner provided therein. Any amendment to the Bylaws shall be binding on all members of this corporation.

**Article VIII- Indemnification**

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

**Article IX- Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the Bylaws to a quorum (as defined therein) of the Executive Committee for their vote; amendments may be adopted by a two-thirds majority of the members of the Executive Committee of the Corporation at a meeting in which a quorum exists.

**Article X- Commencement**

This Corporation shall commence its corporate existence upon the filing of these Articles of Incorporation.

The undersigned Incorporators, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

Dated this 8<sup>th</sup> day of October, 2004.



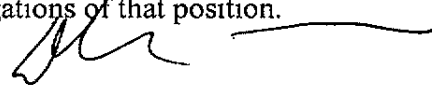
Deborah Marks  
999 Brickell Bay Drive  
Suite 1809  
Miami, FL 33131



Jeffrey Schwartz  
19685 SW 88<sup>th</sup> Court  
Miami, FL 33157

**Acceptance**

Deborah Marks, Esq., 999 Brickell Bay Drive, Suite 1809, Miami, FL 33131 hereby accepts appointment as Registered Agent for Club Beneteau of Florida, Inc., a not-for-profit corporation, as stated in the Articles of Incorporation of said Corporation and acknowledges that she is familiar with and accepts the obligations of that position.



Deborah Marks, Esq.  
Registered Agent

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