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FLORIDA NON-PROFIT CORPORATION

conch republic yacht club, inc.

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

OF

CONCH REPUBLIC YACHT CLUB, INC.

The undersigned, being natural persons competent to contract, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify:

FIRST: The name of the corporation shall be CONCH REPUBLIC YACHT CLUB, INC.

SECOND: The principal place of business and mailing address of the corporation shall be 101 Gulfview Drive, Islamorada, Florida 33036.

THIRD: The purpose for which this corporation is being organized are as follows:

- a. To participate in public discussion groups, seminars, forums, panels, and lectures.
- b. To instruct, educate and provide in-service training for educators and others for the purpose of improving or developing his capabilities and instructing the public on subjects useful to the individual and beneficial to the community.
- c. The corporation shall be authorized to solicit, collect, and otherwise raise funds to be used to further the corporation's purposes as set forth herein and to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes; and, generally, to do any and all things necessary or proper in connection with or incidental to any of the foregoing.
- d. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- e. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- f. To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its Board of Directors, to have one or more offices and to keep the books of the corporation, in any part of the world.
- g. To do any and all lawful acts and things suitable, useful, desirable, or proper; for the advancement, promotion, fostering or accomplishment of the aforesaid purposes, or any of them, directly or indirectly, and either alone or through the agency of, or in association in any form with other

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persons, organizations, firms, associations, corporations, or institutions, within such limitation as are provided by law.

FOURTH: Additional members other than the initial Board of Directors may be admitted to this corporation at any meeting of its Board of Directors, upon the vote of a majority of the then existing Board of Directors, provided, however, that there shall never at any time be more than ten (10) members of the Board of Directors. Membership or any interest in this corporation shall not be assignable inter vivos by any member, nor shall membership or any interest in this corporation pass to any personal representative, heir, or devisee. Membership of any member shall cease upon his death, resignation, expulsion and/or any other reason whatsoever, that such member ceases to be a member in good standing of CONCH REPUBLIC YACHT CLUB, INC. Board of Directors, or upon adoption of a resolution assented to by the vote of a majority of the Board of Directors at a meeting called for said purpose, excluding the member being voted upon. Not less than ten (10) days' notice of intent to present such a resolution to the meeting for action shall be given to the member being voted upon.

FIFTH: This being a benevolent corporation, its term is unlimited and in perpetuity.

SIXTH: The names and residences of the subscribers are as follows:

Deirdre Mirmelli  
250 N. Hibiscus Drive  
Miami Beach, Florida 33139

SEVENTH: The affairs of the corporation will be managed by a President, Vice President, Secretary, and a Treasurer, to be appointed annually by the Board of Directors. The method of election of directors is in accordance with the By-Laws.

EIGHTH: The officers who are to serve until the first appointed by the Board of Directors are as follows:

Deirdre Mirmelli	President
Sean Mirmelli	VP, Secretary, Treasurer
Phillip Netolicky	VP, Secretary, Treasurer

NINTH: The Board of Directors shall consist of not less than three (3) persons or more than ten (10) persons. The first Board of Directors to serve until the first election shall consist of the following three (3) individuals:

Deirdre Mirmelli  
Sean Mirmelli  
Phillip Netolicky

TENTH: The By-Laws of the corporation are to be made, altered, or rescinded by a majority of the Board of Directors meeting upon notice.

ELEVENTH: Amendments to the Articles of Incorporation may be made as follows:

Every amendment shall be approved by a majority of the Board of Directors meeting upon notice. The Articles of Incorporation shall be amended and the amendment incorporated thereon only when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid.

TWELFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its board 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 SECOND 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 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 by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

THIRTEENTH: This corporation shall have no capital stock and shall pay no dividends to its members.

FOURTEENTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 exclusively for charitable, religious, educational, scientific and literary purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 said court shall determine, which are organized and operated exclusively for such purpose.

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FIFTEENTH: The name and address of the resident agent of this corporation upon whom process may be served is Stewart M. Mirmelli, Esq., 100 SE 2nd Street, Suite 2650, Miami, Florida 33131.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9 day of November, 2004.

Signed, Sealed and Delivered  
in the presence of:

HAY HARBOUR OF ISLAMORADA  
CONDOMINIUM ASSOCIATION, INC.

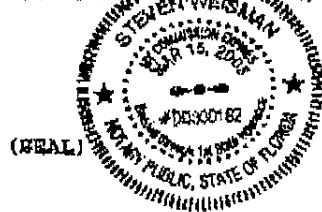
*[Signature]*  
*[Signature]*

*[Signature]*  
Deirdra Mirmelli, President

STATE OF FLORIDA  
COUNTY OF MONROE

BEFORE ME, the undersigned authority, this day personally appeared DEIRDRA MIRMEELLI, President of Hay Harbour of Islamorada Condominium Association, Inc., to me well known and known to me to be the identical individual described in and who executed the foregoing Articles of Incorporation of CONCH REPUBLIC YACHT CLUB, INC., and she acknowledged before me that she signed and executed the same for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Monroe County, Florida, on this 9 day of November, 2004.



*[Signature]*  
Notary Public  
State of Florida  
My Commission Expires: 12/15/05

Having been named to accept service of process for the stated corporation, at the place designated in these Articles of Incorporation, I hereby 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.

DATE: 11-9-04

*[Signature]*  
Stewart M. Mirmelli  
Registered Agent

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