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01/10/05--01062--010 **78.75

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ATTORNEY AT LAW

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January 7, 2005

Florida Department of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, FL 32314

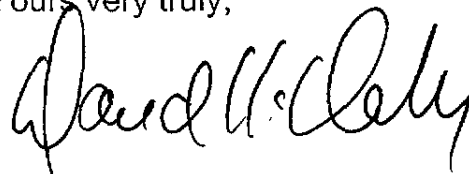
**RE: TARPON DIVING CLUB, INC.
ARTICLES OF INCORPORATION**

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for TARPON DIVING CLUB, INC., together with our check in the amount of \$78.75 for the filing fee. Please return a stamped copy of the articles to the above address.

Thank you for your assistance in this matter.

Yours very truly,



David K. Oaks

DKO:js
Encl.

ARTICLES OF INCORPORATION

FILED

OF

TARPON DIVING CLUB, INC.

2001 JAN 10 P 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be TARPON DIVING CLUB, INC. The principal place of business and mailing address for this corporation is 7537 Carambola, Punta Gorda, FL 33955.

ARTICLE 2

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3

DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4

PURPOSES

The corporation is organized and shall be operated exclusively

for, the following purposes:

A. Charitable purposes.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 4 (purposes) hereof.

ARTICLE 6

MEMBERS

The Corporation shall have Voting Members who shall be elected

(and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 407 East Marion Avenue, Punta Gorda, Florida 33950, and the name of its initial Registered Agent at that address is DAVID K. OAKS, ESQ.

ARTICLE 8

INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees shall be two (2). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than two. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

PATRICK THOMPSON
299020 Tortoise Trail
Punta Gorda, FL 33982

JEFF CAIN
7537 Carambola
Punta Gorda, FL 33955

ARTICLE 9

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial officer of the corporation is as follows:

PATRICK THOMPSON
29020 Tortoise Trail
Punta Gorda, FL 33982

President

JEFF CAIN
7537 Carambola
Punta Gorda, FL 33955

Secretary/Treasurer

ARTICLE 10

INCORPORATORS

The name and address of the incorporators are as follows:

PATRICK THOMPSON
29020 Tortoise Trail
Punta Gorda, FL 33982

JEFF CAIN
7537 Carambola
Punta Gorda, FL 33955

ARTICLE 11

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by

the Board of Trustees.

ARTICLE 12

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 13

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE 14

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 15

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE 16

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 50 (c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose.

ARTICLE 17

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 these Articles of Incorporation. 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 the corresponding

section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, said parties and subscribers have hereunto set their hands and seals this 6th day of January, 2005.

SIGNED AND SEALED
IN THE PRESENCE OF:

[Signature]

Jarvis M. Smith

[Signature]
PATRICK THOMPSON

[Signature]
JEFF CAIN

STATE OF FLORIDA

COUNTY OF CHARLOTTE

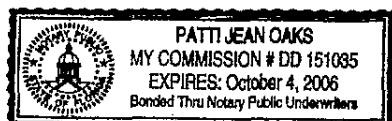
BEFORE ME, a Notary Public in and for the above State and County, personally appeared PATRICK THOMPSON and JEFF CAIN incorporators of TARPON DIVING CLUB, INC., who, after being first duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 6th day of January, 2005.

My Commission Expires:

[Signature]
Notary Public

DAVID K. OAKS, P.A.
407 EAST MARION AVENUE
SUITE 101
PUNTA GORDA, FL 33950
(941) 639-7627
FAX (941) 575-0242



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, That TARPON DIVING CLUB, INC. desiring to organize under the laws of the
State of Florida with its principal office as indicated in the Articles of Incorporation at City
of Punta Gorda, County of Charlotte, State of Florida, has named DAVID K. OAKS, ESQ.,
DAVID K. OAKS, P.A., 407 East Marion Avenue, Suite 101, Punta Gorda, County of
Charlotte, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open said office.

By David K. Oaks
Resident Agent

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2005 JAN 10 P 3:04

CLERK OF STATE
TALLAHASSEE, FLORIDA