

# N05000002516

Florida Department of State  
Division of Corporations  
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**To:**

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Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FLORIDA NON-PROFIT CORPORATION

**big fish missions gear, inc.**

Certificate of Status	0
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Page Count	09
Estimated Charge	\$78.75

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**BIG FISH MISSIONS GEAR, INC.**

ARTICLE I  
NAME

## ARTICLE II

### PURPOSE

(b) To provide that no part of the net earnings of the corporation shall inure to the benefit of any member, Director, officer, or any private individual and no member, Director, officer, or any private individual shall be entitled to share in a distribution of any of the assets on dissolution of the corporation. No part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements of any political campaign on behalf of any candidate for

public office;

(c) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws;

(d) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not engage in any acts of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(e) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall retain not any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(f) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(g) To provide that if at any time the corporation shall be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(h) Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue laws.

**ARTICLE III**  
**MEMBERS**

The membership of this corporation shall be all persons willing to become members of the corporation, who are deemed by the Directors to be sympathetic to the purposes of the corporation, otherwise worthy of membership. Other persons may become Members from time to time hereafter, in the manner provided in the Bylaws of the Corporation.

**ARTICLE IV**  
**CORPORATE EXISTENCE**

The existence of this corporation is to begin five (5) business days prior to the date these Articles of Incorporation are filed with the Department of State and to continue perpetually thereafter.

**ARTICLE V**  
**PRINCIPAL OFFICE ADDRESS**

The street address of the initial principal office of the corporation in the State of Florida is 2853 Hammock Drive, Plant City, Florida 33566. The Board of Directors may from time to time move the principal offices to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

**ARTICLE VI**  
**MANAGEMENT AND DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors consisting of not fewer than three (3) Directors, elected by the members of the corporation in the manner provided in the Bylaws of the corporation. Qualifications of the Directors, together with the terms of office, manner of election, removal, change of number [but not less than three (3)], filling vacancies and newly created directorships, powers, duties and liability shall, except as otherwise provided in these Articles or by the laws of the State of Florida, be as prescribed in the Bylaws.

The names and addresses of the persons who shall serve as Initial Directors of the corporation until their successor are duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Christopher Todd Smith	2853 Hammock Drive Plant City, Florida 33566
John Gary Willis	6005 State Road 39 Plant City, Florida 33567
Stacey Williams Smith	2853 Hammock Drive Plant City, Florida 33566
Christina Marie Willis	6005 State Road 39 Plant City, Florida 33567

#### ARTICLE VII DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as of officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the members.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its Directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its Directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote.) This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto. Nothing in this Section shall be read

to permit any self-dealing, or other activity not permitted by the Laws of the Internal Revenue Service governing Non-Profit Corporations.

#### ARTICLE VIII BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by a two-thirds (2/3) vote of all members present at any annual or special meeting of the membership, provided notice of such amendment shall be submitted to the membership not less than thirty (30) days prior thereto. Any proposal for a change in the Bylaws shall be presented to the Board of Directors for discussion at least forty-five (45) days prior to its presentation to the membership.

#### ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present at any annual or special meeting of the membership, provided that notice of such amendment shall have been submitted to the membership not less than thirty (30) days prior thereto. Any proposed amendments shall be presented to the Board of Directors for discussion at least forty-five (45) days prior to its presentation to the membership.

#### ARTICLE X INDEMNIFICATION OF DIRECTORS

Every Director of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed upon him or her in connection with any civil or criminal proceedings to which that Director is a party or involved by reason of being or having been a Director of the corporation, whether or not he or she was a Director at the time such expense are incurred, except in such cases where the Director is adjudged guilty of willful misfeasance in the performance of his or her duties as a Director. In the event any claim of indemnification is based upon a settlement, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other right to which such Director may be entitled to under Florida law.

ARTICLE XI  
ANNUAL MEETINGS

The annual meeting of members for the election of the Board of Directors shall be held as is provided in the Bylaws, including provisions for notice, quorum. Additional and special meetings may be provided for in the Bylaws as well.

ARTICLE XII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any prior or future Internal Revenue Code, or the federal, state or local government for exclusive public purpose.

ARTICLE XIII  
DESIGNATION OF REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

<u>Name</u>	<u>Address</u>
James A. Barrios, Esquire	255 North Kentucky Ave Suite 201 Lakeland, Florida 33801

ARTICLE XIV  
INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Christopher Todd Smith	2853 Hammock Drive Plant City, Florida 33568

IN WITNESS WHEREOF, the undersigned Incorporator, has hereunto set his hand and seal this 16<sup>th</sup> day of March, 2005, for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files with the Department of State of the State of Florida, these Articles of Incorporation.

  
\_\_\_\_\_  
Christopher Todd Smith

This instrument was prepared by James A. Barrios, Esquire, whose address is 255 North Kentucky Avenue, Suite 201, Lakeland, Florida 33801.



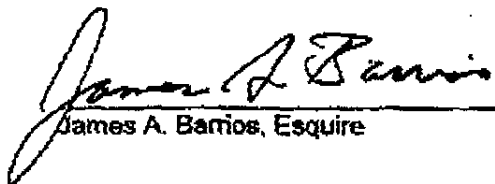
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, 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.

Dated: March 10<sup>th</sup>, 2005.

  
James A. Bamos, Esquire

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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