

NO 5000003571..

David R. Olson

(Requestor's Name)

506 Oceanview Ave.

(Address)

(Address)

Palm Harbor FL 34883

(City/State/Zip/Phone #)

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Scuba Scouts

(Business Entity Name)

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ARTICLES OF INCORPORATION
OF
SCUBA SCOUTS U.S.A, INC.

The undersigned hereby associate themselves together for the purpose of becoming a not for profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I: NAME

The name of the corporation shall be SCUBA SCOUTS U.S.A, INC.

ARTICLE II: DURATION

The Corporation's existence shall commence on the date of acceptance of these Articles of Incorporation by the Secretary of the State of Florida and shall have a perpetual existence thereafter.

ARTICLE III: PURPOSE

The purpose of this Corporation is to engage exclusively in religious, charitable, scientific, literary, or educational activity within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code. In carrying out such purposes, the Corporation shall have all the powers and authorities granted by statute and law, including the power and authority to accept gifts, devices, and other contributions for charitable purposes to hold and administer the funds, and properties received and to expend, contribute, and otherwise dispose of funds.

ARTICLE IV: PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing of 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 tax code, or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) on the corresponding section of any future tax code.

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TALLAHASSEE, FLORIDA

The Company shall pay no dividends, distribute no part of its net income to any member, director, or officer and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation.

ARTICLE V: AUTHORITY

The Corporation shall have the power, either directly or indirectly, whether alone or in conjunction with others, to do any and all lawful acts and things and engage in any and all lawful activities which may be necessary in, useful, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all the purposes for which the Corporation is organized and aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes as set forth in Article III. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in the furtherance of such purposes set forth in Article III.

ARTICLE VI: CAPITAL STOCK

The Company shall have no Capital Stock and shall be composed of members rather than shareholders.

ARTICLE VII: MEMBERSHIP

The membership of the Corporation shall be limited to active and in good standing members who are capable, and desirous of actively participating in, and making a significant contribution to, the objectives of the SCUBA Scouts. Voting rights are restricted to members who have attained the age of eighteen (18) years. Other membership rights and responsibilities may be set forth in the Bylaws. Membership may be withdrawn from the member by a three/fourths majority vote of the Board of Directors after a determination by the Board of Directors, in a manner set forth in the bylaws, at a specially called meeting.

ARTICLE VIII: OFFICERS

Officers of the Corporation shall be a President, Senior Executive Vice President, Chief Financial Officer, Secretary, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by a simple majority at the Corporation's annual meeting as set forth in the Bylaws.

Vacancies shall be filled as soon as possible in the manner set forth in the Bylaws.

Removal of an officer shall be by a three/fourths majority vote of the Board of Directors after a determination by the Board of Directors, in a manner set forth in the bylaws, at a specially called meeting.

The names of persons, in addition to the other officers as provided by the Bylaws, who are to serve as officers of the corporation until the first annual meeting of the Board of Directors are:

Office
President

Name and Address
David R. Olson
506 Oceanview Ave.
Palm Harbor, Florida 34683

Senior Executive Vice President

Walter C. Jaap
273 Catalan Blvd
St. Petersburg, Florida 33704

Secretary

Mrs. Teresa Olson
506 Oceanview Ave.
Palm Harbor, Florida 34683

Chief Financial Officer

Mr. Joe Garrison
1374 Lotus Dr.
Dunedin, Florida 34698

ARTICLE IX: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. Non-officer members shall be elected for two year terms by a simple majority at the Corporation's annual meeting as set forth in the Bylaws. The number of non-officer directors shall be fixed as set forth in the By laws of the Corporation but shall never be less than five (5) or more than nine (9) members. The number of authorized members shall always be an odd number, thus preventing a tie vote. The Board of Directors shall consist of two groups, one with an odd number of members elected in an odd year and one with an even number of members elected in an even year. There shall always be one more member of the odd group than the even group. The initial Board of Directors shall serve for the term indicated or until their successor(s) are elected.

Removal of a member of the Board of Directors shall be by a three-fourths majority vote of the Board of Directors after a determination by the Board of Directors, in a manner set forth in the Bylaws, at a specially called meeting.

The name, address, and class of the directors constituting the Initial Board of Directors are:

David R. Olson
506 Oceanview Ave
Palm Harbor, Florida 34683

Walter C. Jaap
273 Catalan Blvd
St. Petersburg, Florida 33704

Jeff Paine
3103 Ashwood Ln
Safety Harbor, Florida 34695

Jon Johnson
548 Dolphin Ave SE
St. Petersburg, Florida 33705

Gregg Hickman
36637 U.S. 19 N
Palm Harbor, Florida 34684

Brian Smith
Bayshore Blvd
Tampa, Florida

George Matzke
4335 Wheatland Way
Palm Harbor, Florida 34685

Joe Garrison
1374 Lotus Drive
Dunedin, Florida 34698

Victoria Parker
2810 Duncan Tree Circle
Valrico, Florida 33594

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify any officer, or director, or employee, or agent of the Corporation against reasonable attorney fees and expenses in connection with the proceeding, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the officer, or director, or employee, or agent was a party because the officer, or director, or employee, or agent was or is an officer, or director, or employee, or agent of the Corporation against reasonable attorney fees and expenses incurred by said party in connection with the proceeding. The Corporation may indemnify an individual party to a proceeding because he is or was an officer, or director, or employee, or agent of

the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the officer, or director, or employee, or agent is permissible in the circumstances because the officer, or director, or employee, or agent met the standard of conduct set forth by the Board of Directors. The Corporation also may pay for or reimburse or advance the reasonable attorney fees and expenses incurred by an officer, or director, or employee, or agent of the Corporation who is party to a proceeding in advance of final imposition of the proceeding. The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as an officer, or director, or employee, or agent of the Corporation whether or not the Corporation would have the power to indemnify the individual against the same liability under law.

ARTICLE XI: DIRECTORS MEETINGS

The Board of Directors must meet in a regular meeting a minimum of four (4) times a year for the purpose of conducting the business of Corporation. A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors present at any meeting shall be required to constitute an act or decision of the Board of Directors except as set forth in Article VII or Article IX. Proxy voting is not allowed.

ARTICLE XII: FEES AND DUES

The Board of Directors shall have the power to propose to the voting members the setting of initiation fees, periodic dues, assessments, and other fees. The Board of Directors shall have the power to set reimbursement amounts for activities and supplies as set forth in the Bylaws.

ARTICLE XIII: BYLAWS

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. The Bylaws may be amended in the manner provided by law. Every amendment shall be proposed by the officers of the Corporation and approved by the Board of Directors by a three-fourths vote of all directors.

ARTICLE XIV: CORPORATE HEADQUARTERS

The Corporate Headquarters of this Corporation shall be:

506 Oceanview Ave.
Palm Harbor, Florida 34683

ARTICLE XV: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent and the Registered Agent office of this corporation shall be:

David R. Olson
506 Oceanview Ave.
Palm Harbor, Florida 34683

who upon acceptance of said designation agrees to comply with the provisions of section 48.091, Florida Statutes, as amended, with respect to keeping an office open for service of process.

ARTICLE XVI: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by the officers of the Corporation and approved by the Board of Directors by a three/fourths vote of all directors.

ARTICLE XVII: DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state government, or to a local government for public purpose. An such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations or organizations as said Court has determined, which are organized and operated exclusively for such purposes.

ARTICLE XVIII: INCORPORATOR

The name of the person signing these Articles of Incorporation is:

David R. Olson
506 Oceanview Ave
Palm Harbor, Florida 34683


David R. Olson

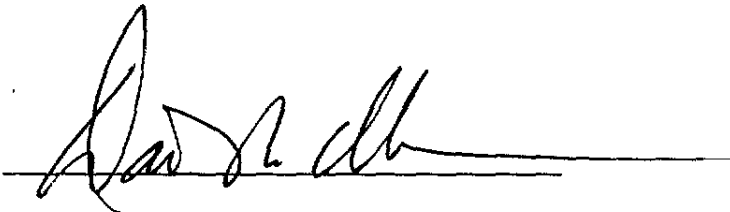
Date

4/1/05

(727) 787-4488

ACCEPTANCE BY REGISTERED AGENT

James R. Guerino, having been named as the registered agent in the foregoing Articles of Incorporation of SCUBA USA, INC. , to accept service of process for the corporation at 506 Oceanview Ave. Palm Harbor, Florida 34683, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.

A handwritten signature in dark ink, appearing to read "David R. Olson", is written over a horizontal line.

David R. Olson

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