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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Florida Keys Marine Industries Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

GUY & GUSTO, LLP
Name (Printed or typed)

55 EAST OCEAN BLVD.
Address

STUART, FL 34994
City, State & Zip

(772) 286-7372
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 18, 2005

GUY & YUDIN, LLP
55 E. OCEAN BLVD.
STUART, FL 34994

SUBJECT: FLORIDA KEYS MARINE INDUSTRIES ASSOCIATION, INC.
Ref. Number: W05000039042

We have received your document for FLORIDA KEYS MARINE INDUSTRIES ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

Letter Number: 905A00052648

GUY & YUDIN, LLP.

ATTORNEYS AT LAW

55 East Ocean Boulevard
Stuart, Florida 34994

WILLIAM E. GUY, JR.*

JOHN S. YUDIN**

BARBARA KREITZ COOK***

KIM BOYLE, PARALEGAL

* ALSO ADMITTED IN 9TH & 11TH U.S. C.C.A. & U.S. SUP. CT.

** ALSO ADMITTED IN DISTRICT OF COLUMBIA

*** ALSO ADMITTED IN U.S. VIRGIN ISLANDS

TELEPHONE (772) 286-7372

FAX (772) 220-3318

www.guyyudinlaw.com

E-MAIL: kimboyle@guyyudinlaw.com

August 23, 2005

Bruce Popham
2059 Overseas Highway
Marathon, FL 33050

Re: Florida Keys Marine Industries Association, Inc.

Dear Bruce:

I have enclosed the corrected version of the Articles of Incorporation for the above referenced Non-Profit Corporation. Please sign and have notarized in the spaces provided.

I have also enclosed the letter from the Department of State explaining the circumstances of why the document was not filed and returned. The fees for filing the Articles have already been paid and you will need to **return the enclosed letter** along with an **original and two copies of the Articles of Incorporation** to the Florida Department of State, Division of Corporations, 409 E. Gaines Street, Tallahassee, FL 32399 via Federal Express for Expedited Service.

Sincerely,

GUY & YUDIN, LLP.


Kim M. Boyle, Paralegal
For the firm

Enclosures

/kmb

ARTICLES OF INCORPORATION
OF

FLORIDA KEYS MARINE INDUSTRIES ASSOCIATION, INC.
A Florida Corporation Not for Profit

The undersigned, all of whom are of full age, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE ONE
Name and Address

1.1 Name. The name of the corporation shall be Florida Keys Marine Industries Association, Inc..

1.2 Address. The Principal office of the Corporation shall initially be located at 2059 Overseas Highway, Marathon, Florida 33050.

ARTICLE TWO
Purpose

2.1 Purpose. The general purpose for which the Corporation is organized is any lawful purpose not in conflict with Chapter 617, Fla. Statutes.

2.2 Distribution of Income. The Corporation does not contemplate pecuniary gain or profit to the members and shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers. This however, shall in no way be construed to prevent the Corporation from retaining paid staff positions.

ARTICLE THREE
Powers

3.1 Common Law and Statutory Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not for profit and not in conflict with Chapter 617, Fla. Statutes.

3.2 Specific Powers. As means of and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- a. to accept, acquire, receive and hold by bequest, devise, grant gift, purchase, exchange, lease transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- b. to sell, exchange, convey, mortgage, lease, transfer or otherwise, dispose of any such property, both real and personal, as the objects and purposes of the corporation may

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require, subject to such limitations as may be prescribed by law; and

c. to borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for properties acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

d. to invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as its Board of Directors shall deem advisable to best promote the purpose of the corporation subject only to the limitations and conditions contained in any bequest, devise, grant or gift; and

e. in general, the corporation shall have the power, alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishments, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes;

f. in general, the corporation shall have full power and authority to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

3.3 Assets Held in Trust. All funds and properties acquired by the Corporation and the proceeds thereof shall be held in trust for use by the Corporation in order to allow the Corporation to accomplish its purposes. Upon dissolution or liquidation of the Corporation, any assets remaining shall be distributed to a charitable organization as determined by the then acting trustees.

3.4 Limitation on Exercise of Powers. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Bylaws of the Association.

ARTICLE FOUR MEMBERS

4.1 Members. Any person or entity supportive of the purposes of the Corporation shall be eligible for membership in the corporation.

4.2 Change of Membership. Changes in qualifications of the members and the manner of their admission shall be prescribed from time to time by the by-laws and by the board of directors of the corporation.

4.3 Voting. The manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

4.4 Meetings. All membership meetings shall be held in such locations as deemed appropriate by the Board of Directors.

ARTICLE FIVE DIRECTORS

5.1 Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than two (2) Directors, and in the absence of such determination shall consist of two (2) Directors.

5.2 First Board of Directors. The names and residence addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation and the Bylaws shall hold office for the first year of the corporations existence or until their successors are elected and have qualified, or until removed, are as follows:

1. Rick Kreps
P.O. Box 510542
Key Colony Beach, FL 33050
2. Bruce Popham
2059 Oversea Highway
Marathon, FL 33050
3. Bill Gilbert
P.O. Box 1029
Islamorada, FL 33036

5.3 Meetings. All directors' meetings shall be held in such locations as deemed appropriate by the Board of Directors.

ARTICLE SIX Officers

6.1 Officers. The affairs of the Corporation shall be administered by a President, Vice President and Secretary-Treasurer or such other officers as may be designated in the Bylaws of the Corporation. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President
Rick Kreps
P.O. Box 510542
Key Colony Beach, FL 33050

Vice President
Bill Gilbert
P.O. Box 1029
Islamorada, FL 33036

Secretary/Treasurer
Bruce Popham
2059 Oversea Highway
Marathon, FL 33050

ARTICLE SEVEN Indemnification

7.1 Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been an director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE EIGHT Bylaws

8.1 Bylaws. The Bylaws of the Corporation shall be adopted by a majority vote of the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE NINE Amendments

9.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in

the notice of any meeting at which a proposed amendment is considered.

- (2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Such approvals must be by a majority vote of the Board of Directors. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

ARTICLE TEN

Term

- 10.1 Term. The term of the Corporation shall be perpetual.

ARTICLE ELEVEN

Subscribers

- 11.1 Names and Addresses. The names and residence addresses of the subscriber of these Articles of Incorporation is as follows:

Bruce Popham
2059 Oversea Highway
Marathon, FL 33050

ARTICLE TWELVE

Registered Agent

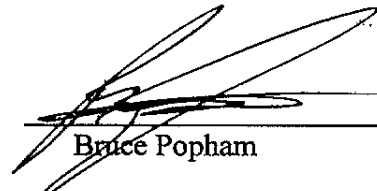
- 12.1 Registered Agent. The street address of the Corporation initial registered office and the name of its initial Registered Agent at such address is as follows:

Bruce Popham
2059 Oversea Highway
Marathon, FL 33050

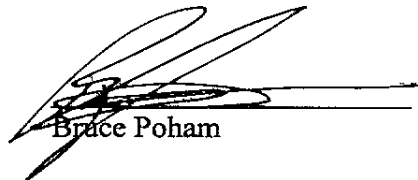
ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Florida Keys Marine Industries Association, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 1 day of September, 2005.


Bruce Popham

IN WITNESS WHEREOF, the subscriber has hereto affixed his signature on this 1 day of September 2005.


Bruce Popham

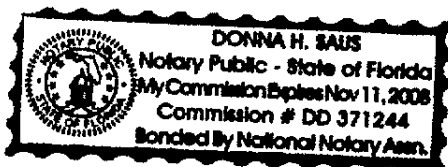
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MONROE

HEREBY CERTIFY that on the 1st day of SEPT, 2005 before me personally appeared Bruce Popham, who is [personally known to me / who has produced PERSONALLY KNOWN as identification] and who acknowledged then and there before me that he executed the above instrument.

WITNESS my hand and official seal at MONROE County, FLORIDA, this the 1st day of SEPTEMBER, 2005.

(Notary Seal)



NOV 11, 2006 Notary Public
My Commission Expires:

