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FLORIDA NON-PROFIT CORPORATION

PROPELLER CLUB OF THE UNITED STATES PORT OF PORT MAN

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| Certificate of Status | 0 |
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**ARTICLES OF INCORPORATION
OF THE
PROPELLER CLUB OF THE UNITED STATES PORT OF PORT MANATEE, INC.**

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a not-for-profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

ARTICLE I

Name

The name of the Corporation is **PROPELLER CLUB OF THE UNITED STATES PORT OF PORT MANATEE, INC.**

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III

Principal Office/Mailing Address

The principal office of the Corporation is located at 600 Tampa Bay Way, Palmetto, Florida 34221. The mailing address of the Corporation is P. O. Box 7300, Sun City, FL 33586-7300.

ARTICLE IV

Officers, Directors & Initial Directors

The affairs of the Corporation shall be managed by a Board of Directors and administered by officers who shall be elected by the members of this Corporation as provided in the Bylaws. The Corporation shall initially have ten (10) directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, provided that the Corporation shall always have at least nine (9) directors. A quorum for transacting business shall be a majority of the directors serving and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida. Directors and officers shall be members of this corporation. The officers elected shall be those as provided for in the Bylaws of the Corporation.

The names and addresses of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

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| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Edward Sheffield | 764 Kingston Court Apollo Beach, FL 33572 |
| Steve Tyndal | Manatee County Port Authority 300 Regal Cruise Way, Suite 1 Palmetto, FL 34221-6608 |
| Al Taylor | Gulfstream Natural Gas Systems 1905 Intermodal Circle Suite 310 Palmetto, FL 34221 |
| Melanie Fore | WSI of the Southeast, Inc. 13252 Eastern Avenue Palmetto, FL 34221 |
| John Doerr | Coastal Fuels Marketing, Inc. 804 N. Dock Street Palmetto, FL 34221 |
| Tracy Mondor | Aplico International 1905 International Circle Suite 216 Palmetto, FL 34221 |
| O'Dell Scott | Port Manatee Ship Repair 2114 Pincy Point Rd. Palmetto, FL 34221 |
| Timothy P. Shusta | Phelps Dunbar, LLP 100 South Ashley Drive Suite 1900 Tampa, FL 33602-5315 |
| Norman Atkins | Marine Towing of Tampa, LLC 1 Barge Place Tampa, FL 33605 |
| Gregory J. Porges | Porges, Hamlin, Knowles & Prouty, PA 1205 Manatee Ave W Bradenton Florida 34205-7517 |

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ARTICLE V
Election of Directors

The method of election of the Board of Directors, other than the initial Board of Directors named in Article IV of the Articles of Incorporation, shall be stated in, and governed by the Bylaws of the Corporation.

ARTICLE VI
Powers and Purposes

(a) **Powers.** The Corporation shall have all of the powers granted corporations not for profit organized under the Act as described in Section 617.0302 of the Act.

(b) **Purposes.** The Corporation is organized as a professional organization for promoting and supporting the U.S. Merchant Marine and the maritime industry in general within the areas of Manatee County, Sarasota County and south Hillsborough County and to promote and maintain a professional dialogue between the various businesses, professions, educational institutions and governmental entities involved in or related to the maritime industry. The Corporation may also engage in incidental activities consistent with such primary purpose.

(c) **Not for Profit Status.** The Corporation is not organized, nor shall it be operated, for profit and no part of its net earnings shall inure to the benefit of any individual or member, except that the Corporation is authorized to pay to members, directors and officers fees for services actually performed for the benefit of the Corporation. The Corporation is intended to qualify for the federal income tax exemption provided by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or any corresponding sections of any future law (the "Code"). Accordingly, the Corporation shall undertake such activities and be subject to whatever limitations are present in such laws from time to time to ensure that it maintains its tax status as an exempt organization under Section 501(c)(6) of the Code. In the event of dissolution, the residual assets of the Corporation will be distributed to one or more other organizations which are exempt as organizations described in either Section 501(c)(3) or Section 501(c)(6) of the Code.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 100 South Ashley Drive, Suite 1900, Tampa, Florida 33602, and the name of its initial registered agent at such address is Timothy P. Shusta. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

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ARTICLE VIII

Members

(a) **Members.** There shall be regular, student, honorary, courtesy and senior members of the Club. The manner of admission of all members shall be as set forth in the Bylaws of the Corporation.

(b) **Membership Rights.** The qualifications for membership, manner of termination of membership, the rights of membership, and the classes of members, along with the qualification and rights of members of each class, shall be governed by the Bylaws of the Corporation.

(c) **Transferability.** Notwithstanding the foregoing, membership in the Corporation is not transferable, assignable or otherwise disposable.

ARTICLE IX

Dues

Dues shall be charged annually to members as provided for in the Bylaws and may be increased or decreased annually by the Board of Directors in accordance with the Bylaws.

ARTICLE X

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

Name

Address

Timothy P. Shusta

Phelps Dunbar LLP
100 South Ashley Drive
Suite 1900
Tampa, FL 33602-5311

ARTICLE XI

Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XII

Amendment

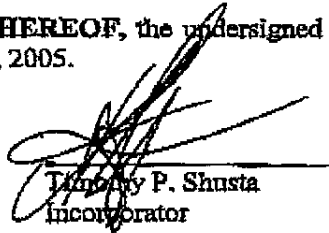
These Articles of Incorporation may be amended by the Board of Directors adopting a proposed amendment and submitting the proposed amendment to the members for their approval by the affirmative vote of two-thirds (2/3) of the members who cast their votes, and as more fully

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described in Section 617.1002 of the Act. Written or printed notice containing the proposed amendment shall be given to the voting members of the Corporation not less than thirty (30) days nor more than forty (40) days before the date on which the votes are to be counted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 2, 2005.



Timothy P. Shusta
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on June 2nd, 2005, by Timothy P. Shusta, ~~who is personally known to me or who has produced~~ _____ as identification and who did take an oath.

NOTARY PUBLIC:



Sign: 
Print: SUZANNE J. WALKER
State of Florida at Large (Seal)
My Commission Expires:

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: June 2, 2005


Timothy P. Shusta

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