

NO6000011668

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

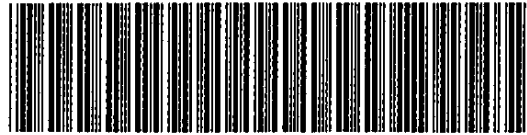
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000081296600

11/06/06--01021--019 **87.50

FILED
06 NOV -7 AM 4:10
TALLAHASSEE, FLORIDA

KIMBROUGH & KOACH, LLP

Attorneys at Law

ROBERT A. KIMBROUGH
KRAIG H. KOACH

1530 CROSS STREET
SARASOTA, FLORIDA 34236-7015

TELEPHONE
(941) 951-1234

FAX
(941) 952-1530

E-MAIL
RAK@KIMBROUGHKOACH.COM
KHK@KIMBROUGHKOACH.COM

November 1, 2006

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

Re: Sarasota County Maritime Association, Inc.

Ladies and Gentlemen:

Please accept for approval and filing the enclosed Articles of Incorporation of the above named new Florida corporation not for profit. A photocopy of the executed articles is also enclosed.

In addition, enclosed is an acceptance of the resident agent designated in the Articles of Incorporation.

We request the approval and filing of the Articles of Incorporation, the preparation and transmittal to me of a certified copy of the Articles of Incorporation and a Certificate of Status.

Enclosed is my check in the amount of \$87.50 representing \$35.00 filing fee, \$35.00 designation and acceptance of resident agent fee, \$8.75 for certified copy and \$8.75 for Certificate of Status.

Thank you for your attention to this matter.

Sincerely,

KIMBROUGH & KOACH, LLP



Robert A. Kimbrough

RAK/cp
Enclosures

FILED
06 NOV -7 AM 4:10
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SARASOTA COUNTY MARITIME ASSOCIATION, INC.
a Florida not for profit corporation.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I. NAME

The name of the corporation is: SARASOTA COUNTY MARITIME ASSOCIATION, INC.

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. PURPOSES

A. The corporation is a not for profit corporation. The purposes for which the corporation is organized shall be to establish and maintain a not for profit, educational and charitable program for preserving traditional boat building by facilitating a community boat building program for the building of traditional wooden boats, and utilizing for that purpose the oldest woodworking shop in Sarasota County.

B. The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office; and shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from

federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any further United States Internal Revenue law.

ARTICLE IV. MEMBERS

The sole class of members of this corporation shall be its directors. The qualifications of the members of the corporation, the manner of their admission, the property, voting, and other rights and privileges of members shall be as regulated in the By-Laws. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V. SUBSCRIBERS

The names and residence addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
Allan H. Horton	605 Harbor Shore Drive Nokomis, FL 34275
Jack A. Branson	7485 Mariana Drive Sarasota, FL 34231
Carl Petersen	5534 Lucia Place Sarasota, FL 34238

ARTICLE VI. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors shall be eight, or such greater or lesser number as may be determined from time to time by the bylaws of the corporation.

The directors shall be elected at the annual meeting of the corporation and shall serve for a term of two (2) years and until the qualification of their successors in office. The terms of

directors shall be phased so that as nearly as possible one half of the trustees shall have terms expiring and elected each year. The names and addresses of such first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Allan H. Horton	605 Harbor Shore Drive Nokomis, FL 34275
Jim McGowan	1330 Tarpon Center Drive Venice, FL 34285
Carl Petersen	5534 Lucia Place Sarasota, FL 34238
Jack A. Branson	7485 Mariana Drive Sarasota, FL 34231
John Calhoun	1801 Sandalwood Drive Sarasota, FL 34231
Jeffrey Kenney	180 Palm Drive Venice, FL 34292
Huss Malik	421 Matisse Circle N. Nokomis, FL 34275
Edward J. Seibert	P.O. Box 1707 Boca Grande, FL 33921

ARTICLE VII. OFFICERS

The affairs of this corporation shall be managed by the following officers: President, Vice President for Marketing & Public Relations, Vice President for Research, Secretary and Treasurer, and such other officers as may be prescribed in the By-Laws. Each officer shall be elected by the Board of Directors at the annual meeting. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected.

The names of the officers who are to serve until the first election under the By-Laws are:

President:	Allan H. Horton
------------	-----------------

Vice President for Marketing & Public Relations:	Jim McGowan
Vice President -- Research	John Calhoun
Secretary:	Carl Petersen
Treasurer:	Jack A. Branson

ARTICLE VIII. BY-LAWS

By-Laws of the corporation may be adopted or amended by approval of two-thirds (2/3) of the members entitled to vote thereon, unless all of the members sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

ARTICLE IX. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the members of the Board of Directors at any annual meeting or special meeting by a two-thirds vote of the members present.

ARTICLE X. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial principal office of the corporation and the street address of the initial registered office of the corporation is 605 Harbor Shore Drive, Nokomis, Florida 34275. The name of its initial registered agent at that address is Allan H. Horton.

ARTICLE XI. DISPOSITION UPON DISSOLUTION

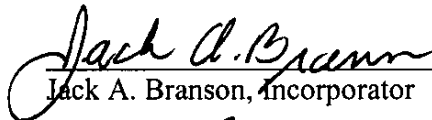
On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Trustees has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the Board of Trustees of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the

purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

WITNESS the hands and seals of the incorporators this 31st day of October, 2006.



Allan H. Horton, Incorporator



Jack A. Branson, Incorporator



Carl Petersen, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

FILED
06 NOV -7 AM 4:10
SARASOTA COUNTY
TALLAHASSEE, FLORIDA

Pursuant to the provisions of FS § 607.0501 or FS § 617.0501, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is SARASOTA COUNTY MARITIME ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Allan H. Horton
605 Harbor Shore Drive
Nokomis, FL 34275

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Allan H. Horton