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46

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GUNSTER, YOAKLEY, ETAL.

Page 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

Mariner Sands Charity Classic, Inc.

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Electronic Filing Menu

Corporate Filing Menu

Help

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200

H07000014627 3

**ARTICLES OF INCORPORATION
OF
MARINER SANDS CHARITY CLASSIC, INC.
A Florida Not For Profit Corporation**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Business Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be: Mariner Sands Charity Classic, Inc.

**ARTICLE II
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PRINCIPAL OFFICE**

The initial principal office and mailing address shall be located at:

6497 S.E. Baltusrol Terrace
Stuart FL, 34997

**ARTICLE IV
PURPOSE(S)**

The purposes for which this corporation is organized are as follows:

1. Organizing and performing any acts relating to the production of a charity golf event on behalf of the Mariner Sands community and businesses of Martin County and engage in such other charitable activities as the Board of Directors shall determine to be appropriate for the Corporation.

2. The Corporation is not organized for profit and its activities shall be conducted or the purposes to be promoted or carried out by the Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or of any corresponding provision of any future United States Internal Revenue Law (the "Code").

No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. In addition, no substantial part of the activities of the

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Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V
MANNER OF ELECTION

The method for the election of directors is provided in the Bylaws of the Corporation.

ARTICLE VI
INITIAL DIRECTORS/OFFICERS

Bernie Ostrofsky,
Maureen Cotter,
BJ Carder,
Terry Carder,
Sally Moore,
Bobbie Ronshagen,
Vicki Moran,
Randell McAndrews

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

A. The Florida street address and name of the initial registered office of this Corporation is:

GY Corporate Services, Inc.
777 S. Flagler Drive, Suite 500 East,
West Palm Beach FL 33401

ARTICLE VIII
CAPITAL STOCK

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE IX
MEMBERS

The Corporation shall have no members and shall not issue stock.

H07000014627 3

ARTICLE X
MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) or more initial members. The annual meeting of the Corporation shall be held at the time and place designated by the Board of Directors of the Corporation. The annual meeting shall include the election of directors of the Corporation. The number of Directors may be increased or decreased from time to time as the Board may determine; however, the number of Directors shall not be less than three.

ARTICLE XI
INDEMNIFICATION

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator are as follows:

Kenneth M. Hart
777 S. Flagler Dr., Suite 500 East
West Palm Beach, FL 33401

H07000014627 3

IN WITNESS WHEREOF, for the purposes of forming this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 17 day of January, 2007.



Name: Kenneth M. Hart

H07000014627 3

H07000014627 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for MARINER SANDS CHARITY CLASSIC, INC. (the "Corporation"), a Florida not for profit corporation, at the place designated in the foregoing Articles of Incorporation, GY Corporate Services, Inc. (the "Registered Agent") hereby accepts the appointment as registered agent and agrees to act in this capacity. The Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the Registered Agent is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

GY CORPORATE SERVICES, INC.

BY: [Signature]
Signature/Registered Agent, v.p.1-17-2007
Date[Signature]
Signature/IncorporatorJAN 17, 2007
Date

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