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FLORIDA PROFIT/NON PROFIT CORPORATION

North Palm Beach Rowing Club, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

NORTH PALM BEACH ROWING CLUB, INC.

A Florida Not-For-Profit Corporation

THE UNDERSIGNED, acting as the sole incorporator of a corporation being formed under Chapter 617, Fla. Stat. (2005), the "Florida Not For Profit Corporation Act," adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of this Corporation is North Palm Beach Rowing Club, Inc.

Article II - Principal Place of Business

The principal place of business of this Corporation is 7711 North Military Trail, Palm Beach Gardens, Florida 33410.

Article III - Duration

The duration of this Corporation is perpetual.

Article IV - Purpose

The purposes for which this Corporation is organized are:

- A. Exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- B. For, and to the extent not in conflict with Article IV (A), any lawful purpose(s) not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida, including, but not limited to, charitable, benevolent,

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- eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes;
- C. For, and to the extent not in conflict with Article IV (A), fulfill any and/or all of those purposes set forth in §617.0301, Fla. Stat. (2005);
- D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV(A) hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- E. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) 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 federal tax code; or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- F. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation; and
- G. Upon the 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public

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purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V - Powers

The powers of this Corporation are:

- A. All those powers set forth in §617.0302, Fla. Stat. (2005); and
- B. Any lawful power not in direct conflict with Article V(A).

Article VI - Amendments

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the Board of Directors at a Board meeting called for that purpose.

Article VII - By-Laws

The By-Laws of this Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors at a Board meeting called for that purpose.

Article VIII - Manner of Electing Directors

The method of electing the Directors shall be as stated in the By-Laws.

Article IX - Directors

The number of directors of this Corporation shall be no less than three (3), and no more than fifteen (15). The number of directors constituting the initial Board of Directors of this Corporation is four (4). The name and address of the person serving as an initial Director of this Corporation

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until the Initial Meeting of the Directors, or until their successor is elected and qualify, whichever occurs first, shall be:

Name	Address
John C. Merriam	153 Oakwood Lane, Palm Beach Gardens, Florida 33410
Jessica Merriam	153 Oakwood Lane, Palm Beach Gardens, Florida 33410
Ben DeVries	7711 North Military Trail, Palm Beach Gardens, Florida 33410
Preston J. Fields, Sr.	11211 Prosperity Farms Road, Suite C-301, Palm Beach Gardens, Florida 33410

Article X - Officers

The officers constituting the initial Offices of this Corporation are the President, Vice-President, Secretary and Treasurer. The name and address of the person serving as an initial Officer of this Corporation until the Initial Meeting of the Directors, or until their successor is elected and qualify, whichever occurs first, shall be:

Name	Address	Office
Jessica Merriam	153 Oakwood Lane, Palm Beach Gardens, Florida 33410	President
John C. Merriam	153 Oakwood Lane, Palm Beach Gardens, Florida 33410	Vice President
Ben DeVries	7711 North Military Trail, Palm Beach Gardens, Florida 33410	Secretary/Treasurer

Article XI - General Counsel

The Corporation may retain the services of an attorney(s) to act as its General Counsel. The name and address of the person serving as the initial General Counsel of this Corporation until he withdraws or is removed by the Board of Directors shall be Preston J. Fields, Sr., Esquire, of Preston J. Fields, P.A., 11211 Prosperity Farms Road, Suite C-301, Palm Beach Gardens, Florida 33410.

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Article XII - Sole Incorporator

The name and address of the sole incorporator of this Corporation is:

Name	Address
Ben DeVries	7711 North Military Trail, Palm Beach Gardens, Florida 33410

Article XII - Registered Agent

The name and address of the Registered Agent of this Corporation is:

Name	Address
Jessica Merriam	153 Oakwood Lane, Palm Beach Gardens, Florida 33410

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to §48.091(1) and §617.051, Fla. Stat. (2005), this Corporation hereby designates JESSICA MERRIAM, to act as Registered Agent for this Corporation to accept service of process within this State.


JESSICA MERRIAM
Sole Incorporator


ACKNOWLEDGMENT

I, JESSICA MERRIAM, do hereby accept the appointment of Registered Agent for this Corporation and do hereby agree to serve as Registered Agent, act in this capacity, and agree to comply with the provision of said statute relative to the keeping of a registered office of the

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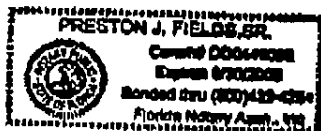
Corporation.


JESSICA MERRIAM
Registered Agent

NOTARIZATION


STATE OF FLORIDA)
COUNTY OF PALM BEACH)

THE FOREGOING INSTRUMENT was ☐ sworn to, ☐ affirmed, or ☐ acknowledged
before me on this 15 day of January, 2007, by JESSICA MERRIAM, who is ☐ personally
known or ☒ produced the following type of identification _____



Notary Signature: _____
Notary Name: _____
Notary Commission: _____
Notary Expiration: _____

NOTARY PUBLIC



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