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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**FLAUTT CORNERSTONE BILLFISH CHARITABLE FOUNDATION, I**

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Electronic Filing Menu

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Home

H07000171833 3

**ARTICLES OF INCORPORATION OF  
FLAUTT CORNERSTONE BILLFISH CHARITABLE FOUNDATION, INC.  
A CORPORATION NOT FOR PROFIT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribe to the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is FLAUTT CORNERSTONE BILLFISH CHARITABLE FOUNDATION, INC. The principal office of the corporation and its mailing address is 4200 Marriott Blvd., Panama City, FL 32408.

**ARTICLE II - PURPOSES**

The purposes for which the corporation is organized shall be as follows:

(a) To operate as a civic organization not organized for profit but operated exclusively for the promotion of social welfare and the net earnings of which are devoted exclusively to charitable, educational or recreational purposes, in accordance with Section 501(c)(4) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

H07000171833 3

H07000171833 3

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

#### **ARTICLE III - MEMBERSHIP**

The membership of the corporation shall consist at all times of the members of the Board of Directors then in office, and their successors.

H07000171833 3

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V - INCORPORATORS**

The name and address of the incorporator are as follows:

Gary W. Huston  
125 W. Romana Street, Suite 800  
Pensacola, FL 32502

**ARTICLE VI - BOARD OF DIRECTORS**

The affairs of this corporation not for profit shall be managed by a Board of Directors. The directors shall be elected at the annual meeting of the corporation with the method of election as stated in the bylaws of the corporation. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any director who may resign, die, become disabled, or refuse to act. The majority vote of the directors in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3).

**ARTICLE VII - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, directors, and officers of the corporation are subject to this reservation.

H07000171833 3

**ARTICLE VIII - BYLAWS**

The bylaws of the corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Directors at a regular or special meeting of the Board of Directors.

**ARTICLE IX - DISTRIBUTION ON DISSOLUTION**

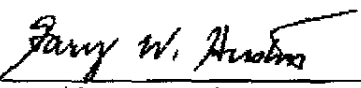
Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, educational or recreational organizations which would then qualify under the provisions of Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**ARTICLE X - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 125 W. Romana Street, Suite 800, Pensacola, FL 32502, and the name of the initial registered agent of this corporation at that address shall be Gary W. Huston.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on the 2nd day of July, 2007.

  
\_\_\_\_\_  
Gary W. Huston, as Incorporator

H07000171833 3

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Flautt Cornerstone Billfish Charitable Foundation, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

  
\_\_\_\_\_  
Gary W. Huston, Registered Agent

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