

# No7000009116

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

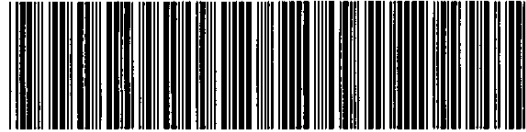
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700109437397

09/14/07--01037--001 \*\*78.75

FILED  
2007 SEP 14 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cf. 9-17

## COVER LETTER

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

**SUBJECT:** NAUTICO YACHT CLUB, INC.

(PROPOSED CORPORATE NAME – **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Gary H. Baker

Name (Printed or typed)

724-A 2nd Avenue South

Address

St. Petersburg, FL 33701

City, State & Zip

727-828-2728

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
NAUTICO YACHT CLUB, INC.**

**FILED**

2007 SEP 14 PM 3:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and certify as follows:

**ARTICLE I  
NAME**

1.1 The name of the corporation shall be NAUTICO YACHT CLUB, INC., hereinafter referred to as the "Club".

**ARTICLE II  
INITIAL REGISTERED OFFICE AND AGENT**

2.1 The street address of the initial registered office of the Club is the following address:  
724-A 2<sup>nd</sup> Avenue South  
St. Petersburg, FL 33701

and the name of the initial registered agent of the Club at that address is:

Frank Maggio  
724-A 2<sup>nd</sup> Avenue South  
St. Petersburg, FL 33701

**ARTICLE III  
BUSINESS PURPOSE**

3.1 The purpose for which the Club is created and organized to provide a legal entity to acquire, own, maintain and operate a marina facility for the benefit, use and enjoyment of the Club's Members.

**ARTICLE IV  
MEMBERSHIP**

4.1 **Membership Qualification:** Members of the Club shall be the owners and holders of equity membership interests (each being referred to as a "Membership Interest" and collectively as "Membership Interests") duly issued by the Club. A Member can be a natural person or legal entity, including without limitation a corporation or limited liability company.

4.2 **Membership Interest:** Each Member has a percentage equity membership interest in the Club. Each Member has full voting privileges. Each Member is assigned an exclusive right

and privilege, as a legal license, to use a designated Wet Slip Space for the mooring of the one boat or a designated Dry Storage Space for the dry storage of one boat.

**4.3 Limitation on Transfer of Membership Interest:** The lawful right of a Member to sell, transfer, pledge or otherwise convey the Membership Interest of that Member is restricted pursuant to the terms of the ByLaws of the Club.

## **ARTICLE V POWERS**

**5.1 Common Law and Statutory Power:** The Club shall have all of the common law and statutory powers of a corporation not for profit.

**5.2 Specific Powers:** The Club shall have all of the powers and duties provided by Florida Statutes Chapter 617, applicable provisions of Florida Statutes Chapter 718, the provisions of the Declaration of Covenants, Easements and Use Regulations for Nautico Yacht Club as recorded in the Public Records of Pinellas County, Florida (the "Declaration"), these Articles of Incorporation of the Club and the Bylaws of the Club, as the foregoing may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against Members to pay all costs, expenses and losses of the Club and to make special assessments against Members for unpaid fees, fines or for maintenance or repair which is the responsibility of the Member.

(b) To use the proceeds of fees and assessments in the exercise of its powers and duties.

(c) To maintain, repair and operate all upland, submerged land, navigable waters, buildings, structures, docks and other improvements, together with all equipment and items of personal property, owned by or otherwise used by the Club for its marina facility.

(d) To purchase insurance upon all properties owned by the Club.

(e) To reconstruct the improvements after casualty and to further improve the properties of the Club.

(f) To make, amend and enforce reasonable regulations respecting the use of the Club's properties.

(g) To enforce by legal means, the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Club, together with such Rules and Regulations as may be lawfully adopted by the Club.

(h) To contract for the management of the Club and the Club's properties and business operations and to delegate to such contractor all powers and duties of the Club for those purposes.

(i) To employ personnel for reasonable compensation to perform the services required for the proper administration and operation of the purposes of the Club.

(j) To pay taxes and assessments which are liens against any part of the Club.

(k) To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

**5.3 Assets held in Trust:** All funds and the title of all properties acquired by the Club and the proceeds thereof shall be held in trust for the Members of the Club.

**5.4 Limitation on Exercise of Powers:** The powers of the Club shall be subject to and shall be exercised in accordance with the provisions of the laws of the state of Florida, the Declaration, these Articles of Incorporation and the ByLaws of the Club.

## **ARTICLE VI DIRECTORS**

**6.1 Board of Directors:** The affairs of the Club shall be managed by a Board of Directors consisting of a number of Directors determined by the ByLaws, but not less than three (3) Directors nor more than nine (9) Directors; however, the Board shall consist of an odd number of Directors. Directors shall be Members of the Club except as otherwise provided herein.

**6.2 Election of Directors:** Directors of the Club shall be elected at the annual meeting of the Members, in the manner determined by the ByLaws of the Club.

**6.3 First Election of Directors:** The first election of Directors shall not be held until such time as Aquaplex Ventures I, LLC ("Developer") shall have sold and transferred sixty-seven percent (67%) of the Club's Membership Interests; and as long as Developer shall own and hold at least five (5) Membership Interests, then it shall have the right to appoint at least one Director.

**6.4 First Board of Directors:** The names and addresses of the initial Board of Directors, who have been selected by the Developer and who shall serve until their successors are elected and have qualified or until they resign or are removed, are as follows:

Name: Frank Maggio  
Address: 724-A Second Avenue South  
St. Petersburg, Florida 33701

Name: Jack V. Kelley  
Address: 724-A Second Avenue South  
St. Petersburg, Florida 33701

Name: Raul Quintana  
Address: 724-A Second Avenue South  
St. Petersburg, Florida 33701

Any vacancy occurring in the Board prior to the first election shall be filled by the remaining Directors.

## **ARTICLE VII OFFICERS**

**7.1 Officers:** The affairs of the Club shall be administered by officers designated in the By-Laws of the Club. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Club and shall serve at the pleasure of the Board of Directors. The initial officers who shall serve until the first meeting following the annual meeting of the Club shall be the following persons;

### **PRESIDENT**

Name: Frank Maggio  
Address: 724-A Second Avenue South  
St. Petersburg, Florida 33701

### **SECRETARY**

Name: Raul Quintana  
Address: 724-A Second Avenue South  
St. Petersburg, Florida 33701

### **TREASURER**

Name: Jack V. Kelley  
Address: 724-A Second Avenue South  
St. Petersburg, Florida 33701

## **ARTICLE VIII INDEMNIFICATION**

8.1 Every Director and every officer of the Club shall be indemnified by the Club against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him in connection with any proceeding or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton malfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

8.2 The Board of Directors of the Club may purchase liability insurance to insure all Directors, officers, agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Club as part of the common expenses.

## **ARTICLE IX BYLAWS**

9.1 **By-Laws:** The Bylaws of the Club shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

## **ARTICLE X AMENDMENTS**

10.1 **Amendments:** Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(a) Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting at which a proposed Amendment is considered.

(b) An amendment may be proposed by either the Board of Directors or by holders of 51% of the Membership Interests of the Club. The adoption of any proposed amendment shall be by and upon the affirmative vote and approval of holders of 67% of the Membership Interests of the Club.

10.2 **Alternative:** In the alternative, an Amendment may be made by an Agreement signed and acknowledged by all of holders of 100% of the Membership Interests of the Club in the manner required for execution of a deed.

10.3 **Limitation on Amendments:** No Amendments shall make any changes in the qualification for membership, nor the voting rights of Members, without the approval in writing by all Members.

10.4 **Certification:** A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of Pinellas County, Florida.

#### **ARTICLE XI TERM**

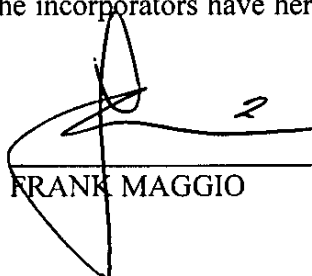
11.1 The term of the Club shall be perpetual; however, if the Club is dissolved, the control of right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation or entity similar to the Club.

#### **ARTICLE XII INCORPORATORS**

12.1 **Names and Addresses:** The names and addresses of the incorporators of these Articles of Incorporation are as follows:

Name: Frank Maggio  
Address: 724-A Second Avenue South  
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 12th day of September, 2007.

  
FRANK MAGGIO

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared Frank Maggio, to me well known and known to me to be the person who executed the above and foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily for the purposes therein stated.

Witness my hand and official seal this 12th day of September, 2007.

  
Notary Public

My Commission Expires:



GARY H. BAKER  
Commission DD 637328  
Expires March 1, 2011  
Bonded Thru Troy Fain Insurance 800-385-7019

**ACCEPTANCE OF REGISTERED AGENT**

FRANK MAGGIO, having been named to accept the service of process upon Nautico Yacht Club, Inc., at the place designated in the Articles of Incorporation, pursuant to Chapter 48.091 of the Florida Statutes, hereby accepts such designation and agrees to act in this capacity and further agrees to comply with the provisions of said Act relative to keeping the registered office of this Corporation.

  
FRANK MAGGIO

FILED

2007 SEP 14 PM 3:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA