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**Cunningham, Miller & Williams, P.A.**

February 1, 2008

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: N220WB, Inc.

Dear Sirs,

Enclosed, please find an original and one copy of the Articles of Incorporation of N220WB, Inc. and a check for the filing fee in the amount of \$70.00.

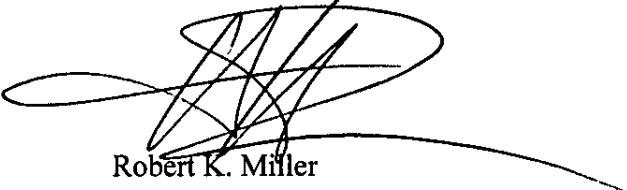
Please return all correspondence concerning this matter to:

Robert K. Miller  
Cunningham, Miller & Williams, P.A.  
PO Box 500938  
Marathon, FL 33050-0938

For further information please call Robert Miller at (305) 743-9428.

Thank you for your assistance in advance.

Very truly yours,



Robert K. Miller

**THIS INSTRUMENT PREPARED BY:**  
Robert K. Miller, Esq.  
Cunningham, Miller & Williams, P.A.  
2975 Overseas Highway  
Marathon, Florida 33050  
(305) 743-9428

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**ARTICLES OF INCORPORATION**  
**OF**  
**N220WB, INC., A FLORIDA NONPROFIT CORPORATION**

**ARTICLE I - CORPORATE NAME.**

**1.1. Name.** The name of this Corporation is N220WB, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

**2.1. Office and Mailing Address.** The initial principal office of this Corporation is 2975 Overseas Highway, Marathon, Florida 33050. The initial mailing address of this Corporation is Post Office Box 500938, Marathon, Florida 33050.

**ARTICLE III - CORPORATE NATURE**

**3.1. Nonprofit Corporation.** This is a nonprofit corporation, organized solely for general recreational purposes, pursuant to the Florida Corporations Nonprofit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE IV - CORPORATE DURATION**

**4.1. Duration.** The term of existence of the Corporation is perpetual.

**ARTICLE V - CORPORATE PURPOSE**

**5.1. Purpose.** This corporation is formed for general aviation related recreational purposes.

**ARTICLE VI - MEMBERSHIP REQUIREMENTS**

**6.1. Membership.** The qualification for members and the manner of their admission shall be regulated by the Bylaws for this corporation. Any adult person over the age of eighteen years who meets the qualification requirements provided for by the Bylaws of the Corporation shall be eligible for membership. Persons may be elected to membership upon making written application and upon receiving the approval of a majority of the Board of Directors.

**ARTICLE VII - MANAGEMENT**

**7.1. Management of Corporate Affairs.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the Corporation shall be three (3); however, the number of Directors may be increased by an amendment to the Bylaws of the Corporation, duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, at which time an election of Directors shall be held. The annual election of Directors shall follow the election procedures set forth in the By-Laws.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held at 11:00 A.M., on the third Tuesday of March of each year at 2975 Overseas Highway, Marathon, Florida, or such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE VII – CORPORATE EARNINGS**

**8.1. Earnings and Activities of Corporation.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 V hereof.

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.

#### **ARTICLE VIII – ASSET DISTRIBUTION UPON DISSOLUTION**

**9.1. Distribution of Assets.** Upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall adopt a resolution, in accordance with the requirements of Section 617.1406, Florida Statutes, recommending a plan of distribution of the Corporate assets to the Members and directing its submission to a vote at a meeting of Members entitled to vote thereon. Such plan of distribution shall be adopted upon receiving at least a majority of the votes cast by the members entitled to vote, either in person or by proxy, at an annual or special meeting of the Corporation.

#### **ARTICLE X – INCORPORATOR / INITIAL DIRECTORS**

**10.1. Incorporator/ Directors.** The names and addresses of the Incorporator and initial Directors of this Corporation are, as follows:

Clifford Rydell, Director  
Post Office Box 510908  
Key Colony Beach, Florida 33051

Robert K. Miller, Esq., Director / Incorporator  
2975 Overseas Highway  
Marathon, Florida 33050

Jo Ann Cook, Director  
Post Office Box 500021  
Marathon, Florida 33050

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#### ARTICLE XI – AMENDMENTS TO BYLAWS

**11.1. Amendment of By-Laws.** Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the By-Laws of the Corporation.

#### ARTICLE XII – REGISTERED OFFICE AND AGENT

**12.1. Registered Office and Agent.** The address of the Corporation's Registered Office shall be 2975 Overseas Highway, Marathon, Florida; and the registered agent at said address shall be Robert K. Miller, Esq.

#### ARTICLE XIII – AMENDMENTS TO ARTICLES

**13.1. Amendment of Articles.** Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

**THE UNDERSIGNED**, being the Subscriber and Incorporator of this Corporation, for the purposes of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 30<sup>th</sup> day of January 2008.

WITNESSES:

Carol L. Miller  
Witness 1

Regina J. Davis  
Witness 1

INCORPORATOR:

By: [Signature]  
Robert K. Miller, Incorporator/Director /RA

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF MONROE    )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January 2008 by Robert K. Miller, who is personally known to me.

Veronica Mir  
Notary Public, State of Florida

My Commission Expires: July 27, 2008

