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FLORIDA PROFIT/NON PROFIT CORPORATION
MARTIN COUNTY OHV CLUB, INC.

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**ARTICLES OF INCORPORATION
OF
MARTIN COUNTY OHV CLUB, INC.
(a Florida Corporation Not for Profit)**

Pursuant to Chapter 617 of the Corporations Not for Profit laws of the State of Florida, the undersigned Incorporators hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation shall be Martin County OHV Club, Inc. The corporation's mailing address shall be 7749 SW Ellipse Way, Stuart, FL 34997.

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE III
PURPOSES**

A. The specific and primary purpose for which this corporation is formed is to provide social and recreational facilities for its members.

B. The general purposes for which this corporation is formed is to operate a member supported Off Highway Vehicle (OHV) club.

C. This corporation is organized and operated exclusively for pleasure, recreation, and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer.

D. No dividends shall be paid, and no part of the income of the Corporation shall be distributed or inure to the benefit of any member, director or officer.

E. This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (A) through (D) of this Article.

F. Other provisions of these Articles of Incorporation notwithstanding, this

Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from Federal Income Tax under Section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law; or (b) a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE IV
INCORPORATOR**

The names and addresses of the subscribers to these Articles are as follows:

Craig A. Wood 6526 S. Kanner Hwy., #300, Stuart, FL 34997
Robert T. Brewster, Jr. 1722 Dorchester Place, Wellington, FL 33414

**ARTICLE V
INITIAL REGISTERED OFFICE:
ADDRESS AND NAME OF REGISTERED AGENT.**

The initial registered office of this Corporation shall be at Fox, Wackeen & Dungey, Beard, Sobel, Bush & McCluskey, LLP, 3473 SE Willoughby Blvd., Stuart, FL 34994. The initial registered agent at that address shall be Fred W. van Vonno, Esq.

**ARTICLE VI
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE VII
MEMBERSHIP**

The authorized number, qualifications and manner of admission of members of this Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination of membership shall be as set forth in the Bylaws of this Corporation.

**ARTICLE VIII
MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this Corporation shall be exercised, its

properties controlled, and its affairs conducted by the Board of Directors which shall consist of not less than three (3) directors. The initial Board of Directors shall have three (3) members. The number of directors here in provided for may be changed by a Bylaw duly adopted by the members entitled to vote. Directors shall be elected by the members. At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which elected or until a successor has been elected.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection of their successors are:

| | |
|-------------------------|---|
| Craig A. Wood | 6526 S. Kanner Hwy., #300, Stuart, FL 34997 |
| Robert T. Brewster, Jr. | 1722 Dorchester Place, Wellington, FL 33414 |
| Wade Diekman | 526 S.W. Rustic Circle, Stuart, FL 34997 |

B. Elective Officers. The officers of this Corporation shall be a president, vice president, secretary and treasurer. Other offices and officers may be established or appointed by members of this Corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office and the manner of removing officers shall be as set forth in the Bylaws.

The officers who are to serve until the first meeting of the Board of Directors under the Articles of Incorporation are:

| | |
|---------------------|-------------------------|
| President | Craig A. Wood |
| Vice President | Robert T. Brewster, Jr. |
| Secretary/Treasurer | Mildred Wood |

C. Committees. The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

**ARTICLE IX
BYLAWS**

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this Corporation.

**ARTICLE X
DISSOLUTION**

In the event of dissolution of this Corporation, property of the Corporation shall be distributed in accordance with Chapter 617, Florida Statutes.

**ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation's existence shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 19th day of March, 2008.

Signed, sealed and delivered
in the presence of:



Witness #1 Signature

Fred W. van Vonno
Witness #1 Printed Name


Craig A. Wood, President & Director


Witness #2 Signature

Shirl Guertin
Witness #2 Printed Name


Robert T. Brewster, Jr.
Vice President & Director

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for MARTIN COUNTY OHV CLUB, INC. (the corporation), at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 19th day of March, 2008.


Fred W. van Vonno
Registered Agent

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