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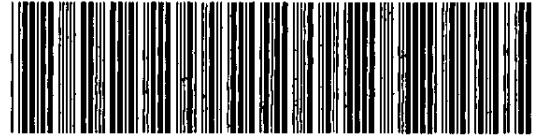
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08 JUN 30 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. McKnight JUL 01 2008

*The Law Offices*  
*of*  
**Charles W. McKinnon, P.L.**

Charles W. McKinnon  
Lisa R. Hamilton

The Atrium Building  
3055 Cardinal Dr., Suite 302  
Vero Beach, Florida 32963

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June 26, 2008

Department of State  
Division of Corporations  
Corporate Filing  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: The Moorings Club Educational Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. Original Articles of Incorporation for filing with the Secretary of State;
2. One photocopy of the Articles of Incorporation;
3. A check in the amount of \$78.75 for the filing and Registered Agent fee, and certified copy charge.

Please file the original Articles of Incorporation with the Florida Secretary of State, issue and return to us the certified copy.

If you should have any questions, please feel free to contact me. Thank you for your assistance in this regard.

Sincerely yours,



Charles W. McKinnon

**ARTICLES OF INCORPORATION**  
**OF**  
**THE MOORINGS CLUB EDUCATIONAL FOUNDATION, INC.**  
*(a Not-for-Profit Corporation)*

08 JUN 30 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
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The undersigned incorporators hereby form a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be The Moorings Club Educational Foundation, Inc.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation (hereinafter referred to as the "Corporation") shall be 100 Harbour Drive, Vero Beach, Florida 32963, and the mailing address shall be the same.

**ARTICLE III - PURPOSE OF POWERS**

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide grants, funding and gifts in kind to schools and other educational and charitable institutions; and to provide scholarships to those who meet the criteria of the Corporation, including scholastic performance and community involvement. The Corporation shall have the following express powers and shall be permitted and authorized to:

- (a) fix, levy, and collect dues to sustain the Corporation;
- (b) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, or dispose of real or personal property in connection with the affairs of the Corporation;
- (c) borrow money, and with the assent of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act (Chapter 617, *Florida Statutes*) by law may now or hereafter have or exercise.

#### **ARTICLE IV - MEMBERSHIP**

Every person or entity, who has paid the required dues to the Corporation, as established periodically by the Corporation, shall be and be deemed a member of the Corporation. A list of members shall at all times be maintained by the Corporation.

#### **ARTICLE V – REGISTERED AGENT**

The name and address of the initial registered agent of the corporation are Anthony Caldarone, 100 Harbour Drive, Vero Beach, Florida 32963.

#### **ARTICLE VI - TERM OF EXISTENCE**

This corporation shall be deemed to exist and its operation commenced upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida, Tallahassee, Florida. This corporation is to exist perpetually.

#### **ARTICLE VII - VOTING RIGHTS**

All Members whose dues payments to the Corporation are current and in good standing are entitled to vote on all matters pertaining to the Corporation.

#### **ARTICLE VIII - DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and executed by not less than eighty (80%) percent of the voting interests of the members. In the event of dissolution, all of the Corporation's assets shall be granted, conveyed, and assigned to any not-for-profit corporation, association, trust or other like organization.

#### **ARTICLE IX - BOARD OF DIRECTORS**

This Corporation shall have initially five (5) directors. The names and addresses of the initial directors are as follows:

Anthony Caldarone  
100 Harbour Drive  
Vero Beach, Florida 32963

Barbara Gervais  
100 Harbour Drive  
Vero Beach, Florida 32963

Robert E. Siegfried  
100 Harbour Drive  
Vero Beach, Florida 32963

B. Robert Wood  
100 Harbour Drive  
Vero Beach, Florida 32963

Judy Ziemski  
100 Harbour Drive  
Vero Beach, Florida 32963

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the corporation. Specifically, the membership by majority vote of all of the members shall select the directors.

#### **ARTICLE X - AMENDMENTS**


Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein.

#### **ARTICLE XI - INCORPORATORS**

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

Anthony Caldarone  
100 Harbour Drive  
Vero Beach, Florida 32963

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this 18<sup>th</sup> day of June, 2008.

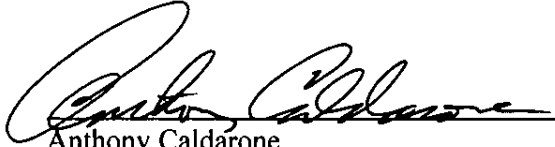
  
\_\_\_\_\_  
Anthony Caldarone

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

Anthony Caldarone, whose address is as follows: 100 Harbour Drive, Vero Beach, Florida 32963, which is the same address as set forth in Article V hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*, and other applicable law.

Date:

June 18<sup>th</sup> 2008

  
Anthony Caldarone

APPROVED  
AND  
FILED

08 JUN 30 AM 11:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA