

N08000006221

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

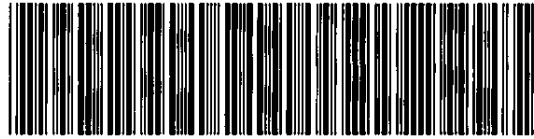
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

509400017854

Office Use Only



100156065271

05/20/09--01020--019 **43.75

FILED
09 MAY 20 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + Restate
* CC
4/4 cur

*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

Telephone • 772-231-3770
Facsimile • 772-231-3774

May 19, 2009

SENT VIA OVERNIGHT DELIVERY
(Tracking No. 7976 0627 3008)

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

RE: The Moorings Club Educational Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the original Amended Articles of Incorporation of The Moorings Club Educational Foundation, Inc., and this firm's check in the amount of \$43.75.

Please file the original document and return a certified copy to us in the enclosed Federal Express overnight return envelope.

If you should have any questions regarding the above, please feel free to contact me.

Sincerely yours,



Charles W. McKinnon

CWM:pms
21745-001
Enclosures
cc: The Moorings Club Educational Foundation, Inc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 27, 2009

RECEIVED JUN 03 2009

CHARLES W. MCKINNON
3055 CARDINAL DR., SUITE 302
VERO BEACH, FL 32963

SUBJECT: THE MOORINGS CLUB EDUCATIONAL FOUNDATION, INC.
Ref. Number: N08000006221

We have received your document for THE MOORINGS CLUB EDUCATIONAL FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 509A00017855

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

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

The undersigned incorporators hereby form a not-for-profit corporation under Chapter 7 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 organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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;

FILED
MAY 20 AM 10:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

(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.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

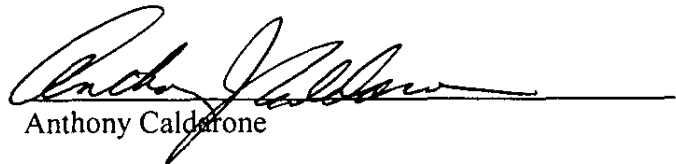
Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein.

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

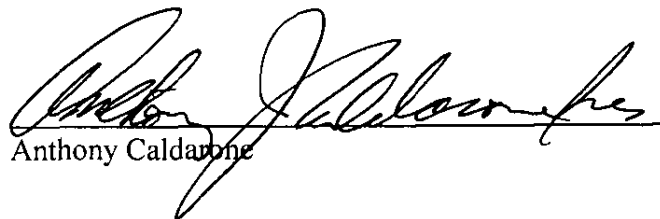
IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this 15 day of May, 2009.


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: 5/15/09


Anthony Caldarone

**CERTIFICATE OF AMENDMENT TO AND
RESTATEMENT OF THE ARTICLES OF INCORPORATION
OF
THE MOORINGS CLUB EDUCATIONAL FOUNDATION, INC.**

The Moorings Club Educational Foundation, Inc., under its corporate seal and acting by its President and Secretary, does hereby certify that not less than seventy-five percent (75%) of the voting members of record of said corporation did, at a special meeting held on the 15th day of May, 2009, favorably vote, approve, and adopt a resolution Amending and Restating the Articles of Incorporation of the corporation as hereinafter set forth.

WHEREFORE, it is herewith certified that The Moorings Club Educational Foundation, Inc., a Florida corporation, has and does amend and restate its Articles of Incorporation heretofore filed in the office of the Secretary of State of the State of Florida. A true and correct copy of the Amended and Restated Articles of Incorporation are attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed in its name by its President and Secretary, and its corporate seal hereto affixed, by due authority, this 15th day of May, 2009.

The Moorings Club Educational Foundation, Inc.

BY: 

President

ATTEST: 

Secretary



