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Division of Corporations

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Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION

NAPLES BEER CLUB, INC.

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**ARTICLES OF INCORPORATION
OF
NAPLES BEER CLUB, INC.
(A Corporation Not-For-Profit)**

ARTICLE I

The name of the corporation (the "Corporation") is NAPLES BEER CLUB, INC.

ARTICLE II

The principal office or mailing address of the Corporation is 3631 19th Ave.,
S.W., Naples, Florida 34117.

ARTICLE III

The Corporation is organized exclusively as a social club within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not-For-Profit Corporation Act. In particular, the Corporation is organized as a limited member hobby/social club whose members engage in the legal and responsible tasting, brewing, and discussion of beer and other brewed or fermented beverages; and to perform any act incidental to, or in connection with, the foregoing purposes.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(7) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The members of the Corporation shall consist of the dues paying individuals invited by existing members and approved for membership by the Board of Directors or any Membership Committee all as provided in the Bylaws. The qualification for membership in the Corporation may be modified as provided in the Bylaws. The types, classes or categories of membership in the Corporation shall be as set forth in the Bylaws.

ARTICLE V

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as

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stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

Donald Splain	642 Myrtle Road Naples, Florida 34108
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Sebastianus H. Hermans	2045 Timberline Drive Naples, Florida 34109
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Jared Brown	3631 19 th Ave., S.W. Naples, FL 34117
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Scott W. Duval	80 Logan Blvd. N. Naples, Florida 34119
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ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until their successors are elected are:

Donald Splain	President
Scott W. Duval	Vice President/Parliamentarian
Jared Brown	Secretary/Sergeant at Arms
Sebastianus H. Hermans	Treasurer

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII

The name and address of the Corporation's registered agent are:

Scott W. Duval
80 Logan Blvd. N.
Naples, Florida 34119

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ARTICLE IX

These Articles may be amended as provided in the Bylaws.

ARTICLE X

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed as required by Section 501(c)(7) the Code.

ARTICLE XI

The name and address of the incorporator is:

Scott W. Duval
80 Logan Blvd. N.
Naples, Florida 34119

ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(7) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(7) of the Code.

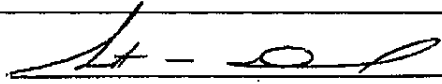
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ARTICLE XIII

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 14th day of January, 2009, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 
Scott W. Duval, Incorporator

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1. The name of the corporation is: NAPLES BEER CLUB, INC.
2. The name and address of the registered agent is:

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Scott W. Daniel

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