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DIVISION OF CORPORATIONS
2009 JAN 14 PM 4:37

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COVER LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2009 JAN 14 PM 4:37

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

SUBJECT: Treasure Coast Brewmasters, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Patricia Norris
Name (Printed or typed)

1682 SE Ridgewood St
Address

Port St Lucie, FL 34952
City, State & Zip

772.453.4066
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Treasure Coast Brewmasters, Inc

A Florida Not-For-Profit corporation

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DIVISION OF CORPORATIONS

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We the undersigned, acting as incorporators of a corporation and pursuant to Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act ("Act") do hereby come together to adopt the following Articles of Incorporation for the corporation, to wit:

Article I: Name

The name of the corporation shall be Treasure Coast Brewmasters, Inc.

The principle address and mailing address of the corporation at the time of incorporation is: 1802 SE Mantua Street, Port Saint Lucie, Florida, 34952.

Article II: Duration

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence at the date these articles of incorporation are filed by the Department of State.

Article III: Purpose

The purposes of this corporation are:

- (a) To give primacy to the human spirit rather than to the material values of life.
- (b) To promote and encourage the responsible use of naturally brewed beverages.
- (c) To teach, promote and pass on the art and the application of home brewing.
- (d) To operate as a collective club for educational and scientific purposes.
- (e) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
- (f) To cooperate in creating and maintaining that sound public opinion and high idealism which makes possible the increase of righteousness, patriotism and goodwill.
- (g) To give primacy to charitable educational endeavors with our fellow human beings.
- (h) For the purpose aforesaid, to take over the assets and rights of the unincorporated social club, known as the Treasure Coast Brewmasters, Inc. and its members as of the date these Articles are accepted.
- (i) To do all such things as are incidental or conducive to the attainment of the above objects.

- (j) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (q) through (i) of this Article.

Article IV: Membership

The membership of the corporation shall be those qualified individuals that are elected by the membership in accordance with the Bylaws. Membership shall consist of three classes: Active, Reserve and Honorary. The Bylaws shall prescribe the rights and duties of each class of membership.

Article V: Membership

The street address of the corporation's initial registered office is 1802 SE Mantua Street, Port Saint Lucie, Florida, 34952 and the name of the corporation's initial registered agent at that address is Sal Vitrella.

Article VI: First Board of Directors

The following nine (9) persons shall serve as the initial directors until the first annual meeting of the corporation, or such other meeting called to elect directors:

Name	Address
Sal Vitrella	1802 SE Mantua Street, Port Saint Lucie, Florida, 34952
Edward Gilbert	2291 SE Blossom Road, Port Saint Lucie, Florida, 34952
Patricia Norris	1682 SE Ridgewood Street, Port Saint Lucie, Florida, 34952
James Restifo	53 SE Sedona Court #105, Stuart, Florida, 34994
Joseph Rabener	15830 SW Palm Drive, Indiantown, FL 34956
Daniel Granning	4093 SE Peppertree Street, Stuart, FL 34997
Ronald Polzin	8049 SE Eagle Avenue, Hobe Sound, FL 33455
Mark Carbone	564 Canoe Park Circle, Pt. St. Lucie, FL 34983
James Raysor	490 NW Emilia Way, Jensen Beach, FL 34957

Article VII: Basis Under Which Corporation Organized

The corporation is a not for profit corporation as defined in Section 617.01401 of the Act. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to any of its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Act.

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 a board of nine (9) Directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the members entitled to vote.
- (b) Election of Directors. The method of electing directors shall be as set forth in the Bylaws.
- (c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the term of office, and the manner of removing officers shall be as set forth in the Bylaws.
- (d) Standing committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, a membership committee of two persons and a sponsored youth committee of two persons. The powers and duties of these committees shall be as specified in the Bylaws. Other committees and their powers and duties, may be specified in the Bylaws or may be appointed by the Board of Directors.

Article IX: Incorporators

The names and addresses of the incorporators are as follows:

Name	Address
Sal Vitrella	1802 SE Mantua Street, Port Saint Lucie, Florida, 34952
Edward Gilbert	2291 SE Blossom Road, Port Saint Lucie, Florida, 34952
Patricia Norris	1682 SE Ridgewood Street, Port Saint Lucie, Florida, 34952
James Restifo	53 SE Sedona Court #105, Stuart, Florida, 34994

Article X: Bylaws

Bylaws will be adopted at the first meeting of the Board of Directors. The Bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the Bylaws. Any amendment to the Bylaws shall be binding on all members of this corporation.

Article XI: 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 the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

Article XII: Unincorporated Name

The name of the unincorporated association that is being incorporated shall be the **Treasure Coast Brewmasters, Inc..**

Article XIII: Indemnification

To the extent permitted by the Act from time to time in effect, the Corporation shall indemnify any Incorporator who was, or is, a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit, judgment or claim by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Incorporator, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Incorporator, employee or agent, partner, joint venturer, trustee or in some other form, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonable believed to be in or not opposed to the best interests of the Corporation or its members and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses or costs which the court shall deem as reasonable and proper.

Article XIV: Miscellaneous

The Board of Directors shall have full discretionary powers of admitting members to, and expelling members from the corporation, and the decision of the board in these matters shall be final.

In witness, the undersigned Incorporators have executed these Articles of Incorporation on 12/13, 2008.

Sal Vitrella
Sal Vitrella, Incorporator and as Registered Agent

ACCEPTANCE OF REGISTERED AGENT

I, Sal Vitrella, having been named to accept service of process, for the above-stated corporation at the place designated in the forgoing Articles of Incorporation, hereby 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.

STATE OF FLORIDA
COUNTY OF ST LUCIE

On this day personally appeared before me the undersigned authority, Sal Vitrella, who is ☒ personally known to me or who ☐ produced _____ as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 13 day of DEC, 2008

(Seal)
NOTARY PUBLIC-STATE OF FLORIDA
Lauren E. Gilbert
Commission # DD796949
Expires: JUNE 11, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

Edward Gilbert
Edward Gilbert, Incorporator

Lauren E. Gilbert
Notary Public, State Of Florida
My commission expires: 6/11/12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 14 PM 4:37

STATE OF FLORIDA
COUNTY OF ST LUCIE

On this day personally appeared before me the undersigned authority, Edward Gilbert, who is ☒ personally known to me or who ☐ produced _____ as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 13 day of DEC, 2008
(Seal)

NOTARY PUBLIC-STATE OF FLORIDA
Lauren E. Gilbert
Commission # DD796949
Expires: JUNE 11, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

Lauren E. Gilbert
Notary Public, State Of Florida
My commission expires: 6/11/12

Patricia Norris
Patricia Norris, Incorporator

STATE OF FLORIDA
COUNTY OF ST Lucie

On this day personally appeared before me the undersigned authority, Patricia Norris, who is ☒ personally known to me or who ☐ produced _____ as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 13 day of DEC, 2008

(Seal)
NOTARY PUBLIC-STATE OF FLORIDA
Lauren E. Gilbert
Commission # DD796949
Expires: JUNE 11, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

Lauren E. Gilbert
Notary Public, State Of Florida
My commission expires: 6/11/12

James Restifo
James Restifo, Incorporator

STATE OF FLORIDA
COUNTY OF ST Lucie

On this day personally appeared before me the undersigned authority, James Restifo, who is ☒ personally known to me or who ☐ produced _____ as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 13 day of DEC, 2008

(Seal)
NOTARY PUBLIC-STATE OF FLORIDA
Lauren E. Gilbert
Commission # DD796949
Expires: JUNE 11, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

Lauren E. Gilbert
Notary Public, State Of Florida
My commission expires: 6/11/12