

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

YOUNG PROFESSIONALS IN YACHTING, INC.

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ARTICLES OF INCORPORATION
OF
YOUNG PROFESSIONALS IN YACHTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions Chapter 617 of the Florida Statutes, the undersigned incorporator, for the purpose of forming a not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is: YOUNG PROFESSIONALS IN YACHTING, INC. (the "Corporation").

ARTICLE II
PURPOSE AND POWERS

The purpose of the Corporation is to share knowledge, and nurture long-lasting relationships to achieve success and global recognition within the yachting industry.

The Corporation is organized and shall be operated exclusively in order to promote and defend the common interests of its members and according to the requirements and limitations of a not-for-profit corporation organized and operated under the laws of the State of Florida and within the requirements and limitations of Section 501(c)(7) or Section 528 of the Internal Revenue Code of the United States, including the regulations promulgated thereunder, as such provisions or regulations may be amended, or pursuant to the successor provisions or regulations. The Corporation shall not be operated for the private inurement, pecuniary profit or financial gain of any person or member. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of its purpose, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain such purpose.

ARTICLE III
TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to its By-Laws or the laws of the State of Florida.

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ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and its mailing address is:

Principal office: Fowler White Burnett, P.A., c/o Danielle J. Butler, 100 SE 3rd Ave., Suite 1100, Fort Lauderdale, FL 33394.

Mailing address: P.O. Box 460656, Fort Lauderdale, FL 33346-0656.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 100 S.E. 3rd Avenue, Suite 1100, Ft. Lauderdale, Florida 33394, and the name of the initial registered agent of the Corporation at that address is Danielle J. Butler, Esq.

ARTICLE VI
MEMBERS

The Corporation shall have members and membership herein shall be admitted and regulated in accordance with the provisions and requirements set forth in the Corporation's Articles and By-Laws.

ARTICLE VII
VOTING BY MEMBERS

Voting by the members and the number of votes permitted to be cast by each member shall be as set forth in the By-Laws of the Corporation.

ARTICLE VIII
DUES

Dues and/or special assessments, if any, shall only be assessed to the members after the approval of a majority of the members, unless a higher approval requirement shall be set forth in the By-Laws.

ARTICLE IX
BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall be comprised of not less than three (3) nor more than ten (10) persons. The Directors shall be elected annually according to the procedures set forth in the By-Laws. The initial Board of Directors, who are to serve until their resignation or the election of their replacements, are:

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<u>Name</u>	<u>Address</u>
D.J. Kiernan	801 Seabreeze Blvd. Bahia Mar Yachting Center Ft. Lauderdale, FL 33316
Clancy Weller	209 SE 21 st Street Fort Lauderdale, FL 33316
Kyle Schmitt	1845 Cordova Road, Suite 221 Fort Lauderdale, FL 33316
Sara Ingersoll	2890 W. State Road 84, Suite 105 Fort Lauderdale, FL 33312
Danielle J. Butler	100 SE 3 rd Ave., Suite 1100 Fort Lauderdale, FL 33394

ARTICLE X OFFICERS

The officers of the Corporation shall be a President, a Secretary and such other officers or assistant officers as the Board of Directors of the Corporation shall consider necessary or useful. Any two or more offices may be held by the same person. The officers shall be elected annually by the Board of Directors at such time and in such manner as shall be provided by the By-Laws.

The names and addresses of the initial officers, who shall serve in the capacities indicated for each for the first year of existence of the Corporation or until their successors are elected and shall qualify, are as follows:

<u>Name</u>	<u>Address</u>	<u>Capacity</u>
D.J. Kiernan	801 Seabreeze Blvd. Bahia Mar Yachting Center Ft. Lauderdale, FL 33316	President
Clancy Weller	209 SE 21 st Street Fort Lauderdale, FL 33316	Vice President

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Kyle Schmitt	1845 Cordova Road, Suite 221 Fort Lauderdale, FL 33316	Treasurer
Sara Ingersoll	2890 W. State Road 84, Suite 105 Fort Lauderdale, FL 33312	Secretary
Danielle J. Butler	100 SE 3 rd Ave., Suite 1100 Fort Lauderdale, FL 33394	Attorney

ARTICLE XI INDEMNIFICATION

(a) The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article XI, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XII LIMITATIONS

No part of the net income of the Corporation shall inure to the benefit of or be distributable to the members, directors, officers of the Corporation or to any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to the Corporation and to make payments and distributions in furtherance of the purposes and objects set forth in Article II hereof.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct nor carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(7) of the Code, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE XIII
AMENDMENT

The Articles and/or By-Laws of the Corporation may be amended by at least a two-thirds vote of the Board of Directors and by a majority of the members in accordance with the provisions set forth in the By-Laws.

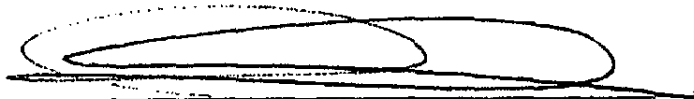
ARTICLE XIV
DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by a two-thirds vote of the Board of Directors and a majority of the members at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation by distributing to the members the remaining assets according to their pro rata share of votes in relation to all of the votes of all members.

ARTICLE XV
INCORPORATOR

The name and address of the incorporator of the Corporation is: Danielle J. Butler, 100 S.E. 3rd Avenue, Suite 1100, Ft. Lauderdale, Florida 33394.

IN WITNESS WHEREOF, the undersigned, being the incorporator has executed these Articles of Incorporation this 5th day of February, 2009.

A handwritten signature in black ink, appearing to read 'Danielle J. Butler', is written over a horizontal line.

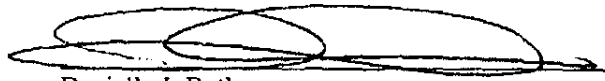
Danielle J. Butler

Incorporator

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ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.



Danielle J. Butler

[Jdr] WA77178\ARTINC37.JDR[2/5/9-15:57]

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