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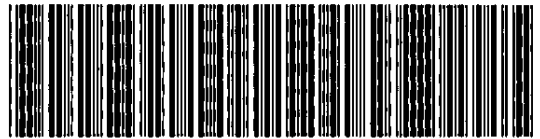
(Business Entity Name)

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2009 MAY 21 P 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-27-09
JMC

COVER LETTER

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

SUBJECT: United States Kingfish Organization, 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: Charles Ray Maxwell II, P.A.

Name (Printed or typed)

3975 S. Orange Blossom Trail, Suite 101

Address

Orlando, FL 32839

City, State & Zip

407-240-2666

Daytime Telephone number

cmaxwell@maxwelllawoffice.com

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
UNITED STATES KINGFISH ORGANIZATION, INC.

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, certifies as follows:

ARTICLE I - NAME AND DEFINITIONS

1.1 The name of the corporation shall be:

UNITED STATES KINGFISH ORGANIZATION, INC.

1.2 For convenience the United States Kingfish Organization, Inc. shall be referred to in this instrument as the "**Corporation**," these Articles of Incorporation as the "**Articles**," the Bylaws of the Association as the "**Bylaws**," and the members of the Organization as the "**Members**". Any terms used herein will have those definitions set forth in the Bylaws or if not defined in the Bylaws, those definitions established by Florida Statutes § 617.01401. If any definition in the Bylaws conflicts with a definition in the *Florida Statutes*, the definition in the Bylaws will prevail and govern the interpretation of this document.

ARTICLE II - ADDRESS

2.1 The street address of the initial principal office of the Corporation shall be:

118 Balmoral Court
Champions Gate, FL 33896

2.2 The mailing address of the Corporation is:

118 Balmoral Court
Champions Gate, FL 33896

ARTICLE III - DURATION

3.1 The period of duration of the Corporation is perpetual unless dissolved according to law.

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TALLAHASSEE, FLORIDA

ARTICLE IV - PURPOSES

4.1 The Corporation is organized exclusively for charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and preventing cruelty to children or animals 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 the corresponding section of any future federal tax code.

ARTICLE V - POWERS

5.1 The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article III hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of the Florida Not For Profit Corporations Act and all other applicable Florida Statutes.

5.2 Without limiting the generality of the foregoing, the Corporation shall have all of the powers and duties stated in these Articles and the Bylaws, as amended from time-to-time, and shall include, but not limited to, the following:

- (a) To acquire, own, maintain and use its assets for the purposes set forth in Article IV hereof;
- (b) To buy, own, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article IV hereof;
- (c) To borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article IV hereof, and to secure the same by mortgage pledge or other lien on the Corporation's property;
- (d) To raise funds by any legal means for the accomplishment of its purpose set forth in Article IV hereof; and
- (e) To do and perform all acts reasonably necessary to accomplish its purposes set forth in Article IV hereof.

ARTICLE VI - MEMBERS

6.1 Membership. The Corporation shall have one or more classes of members or may have no members. The designation of such class or classes, the qualifications and right of the members of each class, any quorum and voting rights for meetings and activities of the members,

notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the Bylaws of the Corporation. Memberships are nontransferable.

ARTICLE VII - DIRECTORS

7.1 Number and Qualification. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors. Each director must be a natural person who is eighteen (18) years of age or older but need not be a resident of the State of Florida. Each director must also be a member of the Corporation and must meet such other qualifications set forth in the Bylaws of the Corporation.

7.2 Election. The method of election of directors shall be stated in the Bylaws of the Corporation.

7.3 Duties and Powers. All of the duties and powers of the Corporation existing under the Florida Not For Profit Corporation Act, these Articles, and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees.

7.4 Voting. The voting and other rights of the members of the Board of Directors shall be specifically provided in the Bylaws of the Corporation, and the directors may be assigned different voting rights, including, but not limited to, super-voting rights for one or more designated directors.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

8.1 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Philip Podskalan	118 Balmoral Court Champions Gate, Florida 33896
Ann Marie Podskalan	118 Balmoral Court Champions Gate, Florida 33896
Michael Gunning	2749 N. Stewart Street Kissimmee, Florida 34746

ARTICLE IX - INDEMNIFICATION

9.1 Every Director and officer of the Corporation, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which such person may be a party, or in which such person may become involved by reason of that person being or having been a Director or officer of the Association, or by reason of that person serving or having served the Association at its request, whether or not that person is a Director or officer or is serving at the time the expenses are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of that person's duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which that person may be entitled. The Association shall have the right, as a Common Expense, to purchase the necessary insurance in order to provide coverage for the indemnification set forth above.

ARTICLE X - BYLAWS

10.1 The initial Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and Members in the manner provided by the Bylaws.

ARTICLE XI - DISSOLUTION

11.1 Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII - RESTRICTIONS

12.1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

12.2 No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or

- intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

12.3 Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

12.4 The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal code.

12.5 The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal code.

ARTICLE XIII – INCORPORATOR

13.1 The name and address of the sole incorporator is Philip Podskalan, 118 Balmoral Court, Champions Gate, Florida 33896 (hereinafter called the “Incorporator”).

ARTICLE XIV - EFFECTIVE DATE

14.1 This Association shall be effective from the date of filing of these Articles with the Secretary of State.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this 14 day of May, 2009.


Philip Podskalan, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 and 617.0501 of the Florida Statutes, the undersigned submits the following statement designating it as the registered office/registered agent for the corporation, in the State of Florida.

The name of the corporation is United States Kingfish Organization, Inc.

The name and address of the registered agent and office are:

Philip Podskalan 118 Balmoral Court
Champions Gate, FL 33896

Having been named as registered agent and agreeing 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 such 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.

Philip Podskalan

By: 

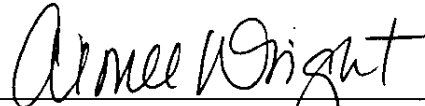
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2009 MAY 21 3 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

I certify that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Philip Podskalan, known to me to be the person described herein or having produced a Florida driver's license as identification that he is the person described herein and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

Executed and sealed by me at Orlando, Florida, on this 14 day of May, 2009.




NOTARY PUBLIC, State of Florida
Print Name: Aimee Wright
Commission No.: DD675238