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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers DEC 08 2009

December 6, 2009

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

Re: Incorporation of Martin County Model Railroaders as Florida not-for-profit corporation

Gentlemen:

In connection with the above-captioned matter, I am enclosing herewith the following items:

1. Three (3) signed and certified copies of the proposed Articles of Incorporation for MARTIN COUNTY MODEL RAILROADERS, INC.
2. My check in the sum of \$87.50, made payable to the Florida Department of State, and covering the filing fee (\$35.00), designation of resident agent (\$35.00), certificate of status (\$8.75), and certified copy (\$8.75).

Please accept this filing and effect the statutory incorporation of this entity and then send the certified copy of the Articles of Incorporation, certificate of status, and certificate of incorporation (if different) to the following:

Carl F. Ellwanger
P. O. Box 1860
Stuart, Florida 34995

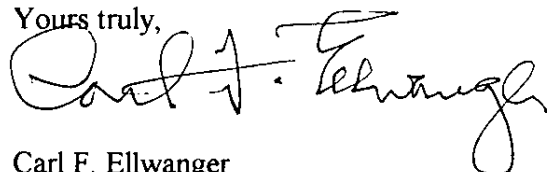
or, if not permitted,

Apartment A1, Cedar Pointe Condominium Apartments
2929 S. E. Ocean Boulevard
Stuart, Florida 34996

Telephone Number: (772) 287-3396
E-mail Address: ellwange@bellsouth.net

If you require any additional information, please call or e-mail me at your earliest convenience.

Yours truly,



Carl F. Ellwanger

**ARTICLES OF INCORPORATION
FOR
MARTIN COUNTY MODEL RAILROADERS, INC.**

The undersigned incorporator, for the purposes of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS**

The name of the corporation shall be **MARTIN COUNTY MODEL RAILROADERS, INC.** (hereafter referred to collectively as "the Corporation"). The principal address of the Corporation is Building E, Martin County Fairgrounds, 2616 S. E. Dixie Highway, Stuart, Florida 34996.

**ARTICLE 2
PURPOSE**

The purposes for which the Corporation is organized are not for pecuniary profit or for purposes specifically prohibited to corporations under the laws of State of Florida, but rather to build, improve, own and operate model railroad layouts for the use and enjoyment of its members, to provide a forum for the study, collecting, and expression of model railroading information and equipment, to invite and educate the public, especially youth groups, in the pleasure and enjoyment of model railroading in all its various manifestations, and to assist all those who are interested in this activity.

**ARTICLE 3
DEFINITIONS**

The terms used in this Articles shall have the same definitions and meaning as those set forth in Chapter 617, Florida Statutes, unless herein provided to the contrary or unless the context otherwise requires.

**ARTICLE 4
POWERS**

The powers of the Corporation shall include and be governed by the following:

4.1 General. The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of the State of Florida that are not in conflict with these Articles.

4.2 Enumeration. The Corporation shall have all the powers and duties reasonable necessary to operate the corporation, not in conflict with the laws of the State of Florida, as more particularly described in the Bylaws, as they may be amended from time to time, including, but not

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TALLAHASSEE, FLORIDA

limited to, the following:

- (A) To make and collect dues, assessment, and other charges against members, and to use the proceeds thereof in the exercise of its powers and duties.
- (B) To buy, own, operate, lease, sell, trade, and mortgage both real and personal property.
- (C) To maintain, repair, replace, reconstruct, add to, and operate the corporation property, and other property acquired or leased by the Corporation.
- (D) To purchase insurance upon the corporation property and insurance for the protection of the Corporation, its officers, directors and members.
- (E) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the corporation property, and for the health, comfort, safety, and welfare of the members.
- (F) To enforce by legal means the provisions of applicable Florida law, these Articles, the Bylaws, and rules and regulations for the use of the corporation property.
- (G) To employ personnel to perform the services required for the proper operation, maintenance, conservation and use of the Corporation, and its property.

4.3 Corporation Property. All funds and the title to all properties acquired by the Corporation and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of these Articles and the Bylaws.

4.4 Distribution of Income; Dissolution. The Corporation shall make no distributions of income to its members, directors or officers.

4.5 Limitation. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions hereof, the Bylaws, and applicable Florida law, provided that, in the event of conflict, the provisions of applicable Florida law shall control over those of these Articles and the Bylaws.

ARTICLE 5 MEMBERS

5.1 Membership. The members of the Corporation shall consist all those persons who apply for and are accepted into membership in accordance with the Bylaws.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each member (except where a member holds proxies of another member or members), which vote shall be exercised or cast in the manner provided by the Bylaws.

**ARTICLE 6
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE 7
INCORPORATOR**

The name and address of the incorporator of this Corporation is **Carl F. Ellwanger**, whose address is Apartment A1, Cedar Pointe Condominium Apartments, 2929 S. E. Ocean Boulevard, Stuart, Florida 34996.

**ARTICLE 8
OFFICERS**

The affairs of the Corporation shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the board of directors of the Corporation at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the board of directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties and qualification of the officers.

The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President: Robert J. Cottone
 4393 S.W. Rivers End Way
 Palm City, Florida 34990

Vice President Rudolph J. Spoelstra
 8281 S.E. Paurotis Lane
 Hobe Sound, Florida 33455

Secretary Carl F. Ellwanger
 Apartment A1, Cedar Pointe Condominium Apartments
 2929 S.E. Ocean Boulevard
 Stuart, Florida 34996

Treasurer Jack Richardson
 7774 S.E. Saratoga Drive
 Hobe Sound, Florida 33455

ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business, and affairs of the Corporation shall be managed by a board consisting of the number of directors determined in the manner approved by the Bylaws, but which shall consist of not less than five (5) directors and which shall always be an odd number.

9.2 Duties and Powers. All of the duties and powers of the Corporation existing under Florida law, these Articles, and the Bylaws shall be exercised exclusively by the board of directors, its agents, contractors, or employees, subject only to approval by the members when such approval is specifically required.

9.3 Election; Removal. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

9.4 First Directors. The names and addresses of the members of the first board of directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

NAME:	ADDRESS:
Robert J. Cottone	4393 S.W. Rivers End Way Palm City, Florida 34990
Rudolph J. Spoelstra	8281 S.E. Paurotis Way Hobe Sound, Florida 33455
Jack Richardson	7774 S.E. Saratoga Drive Hobe Sound, Florida 33455
Carl F. Ellwanger	Apartment A1, Cedar Pointe Condominium Apartments 2929 S.E. Ocean Boulevard Stuart, Florida 34996
Richard S. Lamothe	8228 21 st Street Vero Beach, Florida 34966

ARTICLE 10 INDEMNIFICATION

10.1 Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, employee, officer, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The determination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, created a presumption that the person did not act in good faith or did act in manner that he or she reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to in Section 10.1 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fee and appellate attorneys' fees) actually and reasonable incurred by him or her in connection with that defense.

10.3 Advances. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article 10.

10.4 Miscellaneous. The indemnification provided by the Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to a director, officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of that person.

10.5 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such.

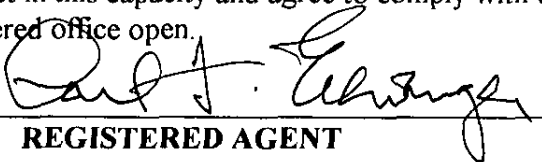
10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Martin, State of Florida, the Corporation named in the said Articles has named CARL F. ELLWANGER, whose address is Apartment A1, Cedar Pointe Condominium Apartments, 2929 S. E. Ocean Boulevard, Stuart, Florida 34996, as its statutory registered agent.

Having been named the statutory agent of the Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping registered office open.


REGISTERED AGENT

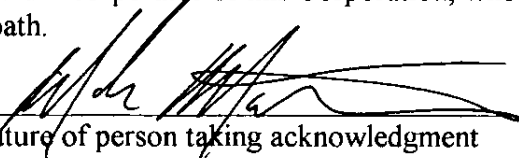
DATED on December 6, 2009

This instrument was prepared by:

Carl F. Ellwanger
Apartment A1, Cedar Pointe Condominium Apartments
2929 S. E. Ocean Boulevard
Stuart, Florida 34996

STATE OF FLORIDA)
) SS.
COUNTY OF MARTIN)


The foregoing instrument was acknowledged before me on this 6th day of December, 2009, by CARL F. ELLWANGER, the Secretary and Incorporator of this Corporation, who is personally known to me and who did not take an oath.



Signature of person taking acknowledgment

MARK S. MATTHEWS
Name

Notary Public State of Florida at large

NOTARY PUBLIC - STATE OF FLORIDA
 Mark S. Matthews
Commission # DD618433
Expires: JAN. 15, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Serial Number

My commission expires: _____

**ARTICLE 11
BYLAWS**

The first Bylaws of the Corporation shall be adopted by the board of directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

**ARTICLE 12
AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

12.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes.

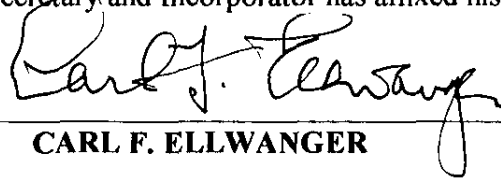
12.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, or 4.5 of Article 4, titled "Powers", without the approval in writing of all members. No amendment shall be made that is in conflict with Florida law or the Bylaws.

12.4 Filing. A copy of each amendment shall be filed with the Florida Secretary of State under the provisions of applicable Florida law.

**ARTICLE 13
INITIAL REGISTERED AGENT
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this Corporation shall be at Building E, Martin County Fairgrounds, 26165 S. E. Dixie Highway, Stuart, Florida 34996, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent of the Corporation shall be **Carl F. Ellwanger**, who shall also be a resident agent, whose address is Apartment A1, Cedar Pointe Condominium Apartments, 2929 S. E. Ocean Boulevard, Stuart, Florida 34996.

IN WITNESS WHEREOF, the Secretary and Incorporator has affixed his signature the day and year set forth below.


CARL F. ELLWANGER

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