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J. Shivers MAR 16 2010

W16-9612

February 15, 2010

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

SUBJECT: Articles of Incorporation of Charlotte Harbor Youth Sailing, Inc.

Enclosed are an original and two copies of the above-referenced articles and a check for \$87.50 to cover the filing fee, a certified copy and the Certificate of Incorporation.

Thank you for your consideration in this matter.



Paul L. Sandler, Treasurer  
3710 Spoonbill Court  
Punta Gorda, FL 33950  
Tel: 941-639-7671; cell: 941-875-4542

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**ARTICLES OF INCORPORATION  
OF THE**

**CHARLOTTE HARBOR YOUTH SAILING, INC**

The undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE  
NAME AND PRINCIPAL OFFICE**

The name of the corporation is Charlotte Harbor Youth Sailing, Inc. Its principal office shall be located at 4400 Lister Street, Port Charlotte, Charlotte County, FL 33952

**ARTICLE TWO  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE  
NOT FOR PROFIT**

The corporation is a not-for-profit corporation as defined by the Florida Not for Profit Corporation Act. The corporation is not formed for any pecuniary profit. No portion of the income or assets of the corporation is distributable to, or for, the benefit of its members, directors, or officers, except to the extent permissible by law. No part of the net earnings of the corporation shall inure to the benefit of any private member individual. No member of the corporation shall have any vested right, interest, or privilege in, or to the assets, income or property of the corporation.

**ARTICLE FOUR  
CORPORATE NATURE, PURPOSES AND POWERS**

This corporation is organized as a not-for-profit and the objects and purposes to be transacted and carried on are:

- A. The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future United States Internal Revenue Law, including any lawful act or activity not inconsistent with those purposes, in which nonprofit

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CLERK OF THE CIRCUIT COURT

corporations may engage under the laws of Florida. This corporation is organized exclusively for the purpose of providing educational sailing programs for youth of Charlotte County, FL with particular emphasis on teaching sailing and water safety, seamanship, and boating laws and traditions. This corporation is formed as a community support function of the Charlotte Harbor Yacht Club.

- B. To further these objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of Florida for not-for-profit corporations, as such laws are now in effect or may at any time be amended in the future. Specifically, this corporation shall have the power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Florida, other states of the United States and elsewhere, as shall be necessary or convenient to a transaction of its business and the realization of its objects and purposes.
- C. Provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary or by operation of law, the following provision shall apply:
  - (1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation be authorized and empowered to pay reasonable compensation for services rendered and reimbursement for expenses incurred, and to make payments and distributions in furtherance of its charitable and educational purposes, including for such purposes the making of distributions to organizations and only to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future United States Internal Revenue Law.
  - (2) No substantial part of the activities of the corporation shall be performed for propaganda activities or otherwise in an attempt to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements endorsing any candidate or position.

- (3) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:
  - a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future United States Internal Revenue Law; or
  - b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any future United States Internal Revenue Law.
- D. On dissolution of the corporation, the board of directors or governing body of the corporation, after paying or providing for payment of all liabilities of the corporation, shall dispose of the assets of the corporation exclusively as follows:
  - (1) In accordance with the provisions of the corporation, in the matter determined by the board of directors or governing body; and to organizations qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended, and specified by the Board of Directors or governing body. Any assets of the corporation not so distributed shall be distributed by the County Court of Charlotte County, exclusively for the purposes or to the organizations provided as determined by the court.

## **ARTICLE FIVE DIRECTORS**

The Board of Directors shall be organized in the following manner:

A. The names and addresses of the persons who are to serve as the initial directors of the corporation are as follows:

- 1. Douglas Shore, Director, President  
1119 Lucia Drive  
Punta Gorda, FL 33950

2. Robert S. Driscoll, Director, Vice President  
25188 Marion Avenue, #TH1044  
Punta Gorda, FL 33950
3. Albert L. Shuhart, Director, Secretary  
3664 Aruba Court  
Punta Gorda, FL 33950
4. Paul L. Sandler, Director, Treasurer  
3710 Spoonbill Court  
Punta Gorda, FL 33950
5. Robert C. Caldwell, Director-At-Large  
1119 Via Tripoli  
Punta Gorda, FL 33950

B. The board of directors shall consist of not less than five (5) or more than seven (7) members in good standing of the sponsoring organization, the Charlotte Harbor Yacht Club (CHYC). When good cause is shown, the Commodore of CHYC may request that CHYC Board of Directors waive the CHYC membership requirement to permit the appointment of an individual who is not a CHYC member. These directors will be duly appointed annually by the Commodore and approved by the members of the board of directors of the Charlotte Harbor Yacht Club. No member of the board of directors shall be compensated in any way for serving on the board or serving as an officer.

C. The officers of the corporation shall consist of a president, vice president, secretary and treasurer and such other officers and assistant officers that may be provided in the by-laws or by resolution of the board of directors. Each officer shall be appointed by the board of directors, and may be removed by the board of directors, at such time and in such manner as may be prescribed by the by-laws.

#### **ARTICLE SIX BY LAWS**

The by-laws of the corporation are to be made and adopted by the board of directors, and may be altered, amended, or rescinded by the board of directors. The provisions of the Florida Not for Profit Corporation Act, as amended at any future time, shall govern the by-laws.

**ARTICLE SEVEN  
AMENDMENTS**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to these articles of incorporation, and any rights and privileges conferred upon the members, directors or officers are subjects to this reservation.

**ARTICLE EIGHT  
NON-STOCK BASIS**

This corporation is formed on a non-stock basis and shall not issue shares of stock.

**ARTICLE NINE  
INDEMNIFICATION**

The corporation shall indemnify its directors and officers, including former directors and officers, to the fullest extent allowed by law.

**ARTICLE TEN  
MEMBERSHIP**

Membership in the Charlotte Harbor Youth Sailing, Inc. shall be controlled by the corporation's by-laws. This may include, but is not limited to, provisions regarding the authorized number of members, required qualifications of members, manner of admission of members, rights and privileges of members, liability of members for dues and assessments and the method of collections of such dues or assessments, and the termination or transfer of membership.

**ARTICLE ELEVEN  
REGISTERED OFFICE**

The location of the corporation's registered office in the State of Florida is 4400 Lister Street, Port Charlotte, Charlotte County, Florida, 33952. The registered agent at this address is the General Manager of the Charlotte Harbor Yacht Club.

**ARTICLE TWELVE  
INCORPORATOR**

The name and address of the incorporator of this club is:

Douglas Shore, President  
1119 Lucia Drive  
Punta Gorda, FL 33950

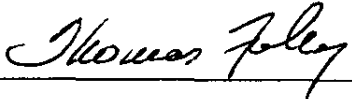
The undersigned has signed these Articles of Incorporation on this 9th day of March, 2010.

  
\_\_\_\_\_  
INCORPORATOR & DIRECTOR

**ACCEPTANCE BY RESIDENT AGENT**

I CERTIFY THAT I am a permanent resident of Collier County, Florida, doing business at the registered office at 4400 Lister Street, Port Charlotte, Charlotte County, Florida, 33952. I hereby accept the foregoing designation as Resident Agent. Dated at Port Charlotte, Charlotte County, Florida, on this 9th day of March, 2010.

Thomas Foley

  
\_\_\_\_\_  
RESIDENT AGENT

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