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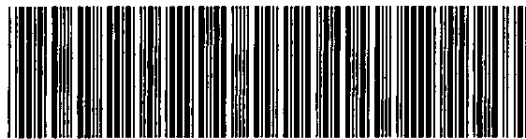
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**CHARLES W. MUSGROVE
ATTORNEY AT LAW**

**Congress Park, Suite 1-D
2328 South Congress Avenue
West Palm Beach, Florida 33406**

**(561) 968-8799
cwmusgrove@yahoo.com**

April 15, 2010

Florida Secretary of State
Corporations Division
PO Box 6327
Tallahassee, FL 32314

Re: International Beach Polo Association Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above nonprofit corporation.

I enclose a check for \$78.75 for the filing fee, designation of resident agent and one certified copy.

Sincerely,



Charles W. Musgrove, Esq.

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TALLAHASSEE FLORIDA

**Articles of Incorporation
of
International Beach Polo Association Inc.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes.

Article I – Name

The name of this corporation shall be International Beach Polo Association Inc., hereinafter referred to as the Corporation.

Article II – Address

The place in this state where the principal office of the Corporation is to be initially located is Palm Beach County: 14041 Wellington Trace, Wellington, FL 33414.

Article III – Purpose

Section 1: The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 tax code.

Section 2: The specific purposes for which the Corporation is organized are as follows:

- A. To serve as the organizational and active agent for the game of beach polo. The Corporation will work to advise, guide and encourage the advancement of this great equestrian sport. It is the expressed intent of the Corporation to promote and develop the beach polo game. The Corporation will work to create and organize additional tournaments and events, and actively encourage the development of new venues, and sanction key locations for inclusion in the Corporation's World Beach Polo Tour TM.
- B. To receive donations from the general public, corporations, foundations, and government agencies.
- C. To purchase, lease or otherwise acquire real and personal property and to sell, mortgage, or otherwise dispose of or encumber such property of whatever kind of description as may be necessary and proper in the pursuit of Corporation objectives.
- D. To raise or borrow money to any amount allowed by the Florida Nonprofit Corporation Act, as amended, and other regulatory laws of the State of Florida, by the sale or issue of bonds, notes, debentures, or other obligations of any nature, and to secure the same by mortgage or other liens upon any and

all of the property, real and personal, of every kind or description, or any portion thereof, owned by the Corporation.

Article IV – Term

This Corporation shall have perpetual existence.

Article V – Subscribers

The names and residences of the subscribers to these Articles of Incorporation are:

Alex Webbe
14041 Wellington Trace
Wellington, FL 33414

Diane Block
8108 Josefa Way
Naples, FL 34114

Ami De La Mer
13833 Wellington Trace E-4
PMB 112 Wellington, FL 33414

Article VI – Officers and Duties

Section 1: The officers of the Corporation shall be president and secretary-treasurer, who may also be directors. The Corporation shall have no less than three, nor more than six directors. The directors shall comprise the Board of Directors and shall manage the affairs of this corporation.

Section 2: The president shall call and preside at all meetings of the membership, represent or delegate an officer or member to represent officially the Corporation on occasion, report annually to the membership and quarterly to the directors, and carry out all requirements of these by-laws. The president may appoint such additional officers, committees, and staff as may advance Corporation purposes.

Section 3: The secretary-treasurer shall keep minutes of all meetings of the membership and board of directors, keep records of all funds collected and disbursed by the Corporation, act as custodian of the by-laws and such documents as the president may entrust to him/her, and carry out all duties as prescribed by the by-laws. He/she shall preside at any meetings of the membership if the president is unable to attend.

Section 4: The Board of Directors shall execute all Corporation business and affairs including contracts. The president of the Corporation shall be the chairman of the Executive Committee. A decision of the Executive Committee shall require the affirmative vote in person, mail, e-mail, or telephone of a majority of the Board of Directors. Proxy votes are not permitted. Any officer appointed or elected may be removed by the persons authorized to appoint or election said officers, whenever, in their judgment, the best interests of the Corporation are served. If a vacancy should occur on

the Board of Directors, the remaining members of the Board are empowered to appoint a member to fill the vacancy for the balance of the term.

- A. The Board may appoint and/or the membership may elect additional directors in keeping with Article VI, section 1.
- B. Terms of the initial officers and directors shall continue at the pleasure of the Board until resignation, at which point the president shall call an annual meeting for the purpose of electing officers for four years and directors for staggered three year terms.

Section 5: No officer, director or member shall receive any compensation or other benefits from the association except for reimbursement of reasonable expenses.

Section 6: No substantial part of the activities of the corporation shall be the carrying on of partisan, political propaganda, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office

Section 7: The registered agent and registered office of this corporation are:
Charles W. Musgrove, Esquire
2328 S. Congress Ave., Suite 1-D
West Palm Beach, FL 33406

Article VII. — Membership

The only members of this Corporation shall be the directors, who shall select one of their number as chairman of the Board of Directors.

Article VIII. — Meetings

Section 1: Beginning in 2011, a regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws at such time and place each year as the Board of Directors may provide by resolution. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 2: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, and such person or persons may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board so called.

Section 3: Two members present in person shall constitute a quorum at any meeting of the membership.

Article IX – By-Laws

The Board of Directors may establish By-Laws for the Corporation

Article X – Amendments

The Articles of Incorporation may be amended by a three-fourths (3/4) vote of the Corporation's officers and directors provided that notice in writing of the wording of the proposed amendment has been submitted to each member at least one month prior to the vote.

Article XI – Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations established and operated exclusively for charitable educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction where the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are operated exclusively for such purposes.

Incorporator: Alex Webbe
Alex Webbe

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10 APR 19 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Witnessed and subscribed to on this 14th day of April, 2010.

The undersigned, being the registered agent listed in these Articles of Incorporation hereby accepts the position as such and agrees to act in such capacity. The undersigned further represents that he is familiar with the obligations of the position and agrees to comply with them.

Registered Agent: Charles W. Musgrave
Charles W. Musgrave