

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000246637 3)))



H100002466373ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850) 617-6381

## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

FILED  
10 NOV 12 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

## FLORIDA PROFIT/NON PROFIT CORPORATION

Florida Chapter-Explorers Club, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED  
10 NOV 12 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRB 11/15

FILED

10 NOV 12 PM 1:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FLORIDA CHAPTER – EXPLORERS CLUB, INC.  
(A Corporation Not-For-Profit)**

**ARTICLE 1**

The name of the corporation (the "Corporation") is FLORIDA CHAPTER – EXPLORERS CLUB, INC.

**ARTICLE 2**

The principal office or mailing address of the Corporation is 642 Wells Ct, Unit 202, Clearwater, Florida 33756

**ARTICLE 3**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity permitted for corporations formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE 4**

The Corporation shall not have members.

**ARTICLE 5**

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than three (3). The term of office of the Directors and the manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The officers and their manner of election shall be as provided in the Bylaws.

**ARTICLE 6**

The name and address of the Corporation's registered agent are:

James C. Thompson  
642 Wells Ct, Unit 202  
Clearwater, Florida 33756

## ARTICLE 7

The name and address of the incorporator are:

James C. Thompson  
642 Wells Ct, Unit 202  
Clearwater, Florida 33756

## ARTICLE 8

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to The Explorers Club (whose current address is 46 E. 70<sup>th</sup> Street, New York, New York 10021, provided that The Explorers Club is at that time qualified as an exempt organization under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law). If The Explorers Club is not then qualified under Section 501(c)(3) of the Code, such assets shall be disposed of exclusively to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

## ARTICLE 9

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate or public office.

(c) Notwithstanding any other provisions of this certificate, the Corporation shall not directly or indirectly carry on any other activities not permitted to be carried on (a) by corporations exempt from Federal Income Tax under Section 501(c)(3) of the Code (or the 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 Code (or the corresponding provisions of any future United States Internal Revenue Law).

(d) The Corporation, in the conduct of its activities, shall operate in full accordance with and shall comply with all applicable local, state and national laws and regulations and with the Articles of Incorporation, Bylaws, and Policies of The Explorers Club as such might be amended from time to time.

(e) The Explorers Club shall have no responsibility for the finances, contracts, or torts of the Corporation.

#### ARTICLE 10

(a) The Corporation shall indemnify and hold harmless The Explorers Club, its directors, and its officers from any and all claims and liabilities arising out of the conduct of the Corporation's activities and operations.

(b) The Corporation, except as provided in paragraph (c), shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether criminal, civil, administrative or investigative, including without limitation any action by or in the right of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against expenses, including attorneys' fees, judgments, fines, taxes and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding if such person's conduct is not finally adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any actual or threatened civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. Such right shall survive any amendment or repeal of the Article with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(c) If a claim under paragraph (b) of this Article is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its members, if any) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the claimant has met the

applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members, if any) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(d) The indemnification provided by this 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, if any, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, partner, trustee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(e) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving the request of the Corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Article.

(f) For the purposes of this Article, references to the "Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, partner, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such would if serving the resulting or surviving corporation in the same capacity.

(g) For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a director, officer, employee, partner, trustee or agent of, or at the request of, the Corporation which imposes duties on, or involves services by, such director, officer, employee, partner, trustee or agent with respect to an employee benefit plan, its participants, or beneficiaries.

(h) In the event any provision of the Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the Corporation shall indemnify any person who is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, agent, employee, partner or trustee of another corporation,

FILED

10 NOV 12 PM 1:22

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

partnership, joint venture, trust or other enterprise, to the full extent permitted under Florida law as from time to time in effect.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
James C. Thompson, Registered Agent

November 11, 2010

IN WITNESS WHEREOF, the undersigned incorporator, has signed this document as of 11<sup>th</sup> day of November, 2010, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, F.S.

By:   
James C. Thompson, Incorporator