

Division of Corporations

Page 1 of 1

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SEAMARK OUTDOOR ADVENTURES, INC.**

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Help

1/4

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SEAMARK OUTDOOR ADVENTURES, INC.  
(a not for profit corporation)**

For the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned incorporator does hereby sign, verify and adopt these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Department of State of the State of Florida, the existence of a not for profit corporation under the name set forth in Article I hereof shall commence.

**ARTICLE I**

The name of the corporation is Seamark Outdoor Adventures, Inc. (hereinafter referred to as the "Corporation"). The initial principal office of the Corporation shall be located at 1 San Jose Place, Suite 31, Jacksonville, Florida 32257.

**ARTICLE II**

The Corporation shall have perpetual existence; provided, however, that the Corporation's existence may be terminated pursuant to the provisions of the Act and of these Articles relevant to the dissolution of the Corporation.

**ARTICLE III**

The objects and purposes of the Corporation and the powers which it may exercise are as follows:

(a) The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations promulgated thereunder, as they now exist or as they may hereafter be amended from time to time (the "Code"), and to promote and advance such purposes by any activity in which a corporation organized under the Act may engage, either directly or by contributions to organizations qualifying as exempt organizations under § 501(c)(3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes in accordance with distribution guidelines to be adopted by the Corporation's board of directors.

(b) Without in any way limiting the foregoing purposes, the Corporation is organized, and shall be operated:

(i) provide financial support to Seamark Ranch, Inc., a Florida not for profit corporation ("Seamark Ranch") through fundraising activities, including, without limitation, auctions of hunting trips, fishing trips and other outdoor activities; and

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(ii) to otherwise support and promote the mission and programs of Seamark Ranch.

(c) The Corporation shall possess and may exercise all the powers and privileges vested in a corporation by the Act or by any other law of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes for which the Corporation is organized, subject to any restrictions set forth in these Articles of Incorporation or provisions of the Code applicable to the operation of an organization exempt from federal income tax under § 501(c)(3) of the Code.

The foregoing clauses of this Article shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Corporation expressly conferred by law, except as expressly stated.

#### ARTICLE IV

Notwithstanding any other provision of these Articles, no part of the earnings of the Corporation shall inure to the benefit of any director, officer or other person holding a position of influence with the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in connection with the accomplishment of one or more of its stated charitable purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial 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. The Corporation shall not conduct or carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under § 501(c)(3), or by an organization contributions to which are deductible under § 170(c)(2) of the Code.

#### ARTICLE V

The Corporation shall have no members.

#### ARTICLE VI

(a) The corporation has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the Bylaws, but will never be less than three (3). The names of the initial directors are:

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H12000092645

<u>Director</u>	<u>Address</u>
Fitzhugh Powell, Jr.	P. O. Drawer 41490 Jacksonville, FL 32203
Jason Todd Robinson	205 9 <sup>th</sup> St. N. Amory, MS 38821
Randal Paul Nader	14689 Plumosa Drive Jacksonville, FL 32250

(b) The directors of the Corporation shall be elected as provided in the Bylaws. If a vacancy occurs in the Board of Directors, a successor director shall be elected as provided in the Bylaws.

#### ARTICLE VII

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and conduct of the affairs of the Corporation and the directors not inconsistent with the Act or these Articles of Incorporation.

#### ARTICLE VIII

In amplification and not in limitation of the provisions of applicable law:

(a) Pursuant to applicable provisions of the Florida Statutes, as amended, all directors, trustees, members of governing bodies, officers and other eligible individuals performing services for or on behalf the Corporation shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such person that gives rise to the case of action amounts to willful or wanton misconduct or fraud or gross negligence.

(b) 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 completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, unless he or she acted intentionally or willfully against the best interests of the Corporation. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person acted intentionally or willfully in a manner that was opposed to the best interests of the Corporation.

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(c) 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 completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any indemnification under subsections (b) and (c) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (b) and (c). Such determination shall be made (1) by the board of directors of the Corporation by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Section. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to his ability to make repayment.

(f) The indemnification authorized by this Article shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her 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 or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment, modification or repeal of this Article shall diminish the right to indemnification with respect to any claim, cause, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

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(g) 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, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise 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, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section.

#### ARTICLE IX

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed to Seamark Ranch or to any successor organization thereto that is recognized as exempt from federal income tax pursuant to § 501(c)(3) of the Code or to one or more other organizations described in § 501(c)(3) of the Code. No assets of the Corporation shall be distributed to any officer or director of the Corporation or to any private individual.

#### ARTICLE X

The street address of the initial registered office of the Corporation is 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207. The name of the initial registered agent of the Corporation at such address is Theodore R. Hainline, Jr.

#### ARTICLE XI

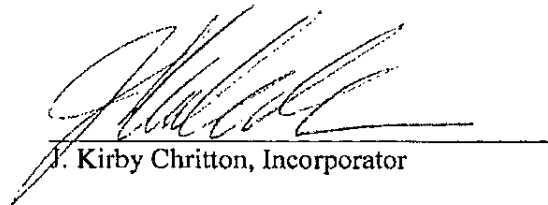
The name and address of the sole incorporator of the Corporation is J. Kirby Chritton, 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207.

#### ARTICLE XII

These Articles of Incorporation may be amended from time to time in accordance with the terms and provisions of the Act; provided, however, that no such amendment shall be made which would in any way result in the operation of the Corporation for the private advantage or pecuniary profit of any director or member thereof or permit the operation of the Corporation for any purpose other than religious, charitable, scientific, literary or educational purposes.

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The undersigned, acting as the sole incorporator of the Corporation, executes these Articles of Incorporation on this 9<sup>th</sup> day of April, 2012.



J. Kirby Chritton, Incorporator

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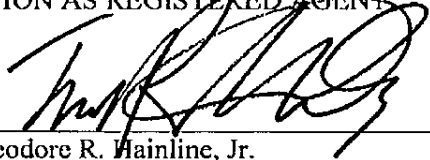
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is Seamark Outdoor Adventures, Inc.
2. The name and address of the registered agent and office are Theodore R. Hainline, Jr., 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 THIS 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.

  
\_\_\_\_\_  
Theodore R. Hainline, Jr.  
Registered Agent

Date: April 9, 2012

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