

**N/30000/0330**

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TALLAHASSEE, FLORIDA

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## COVER LETTER

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

SUBJECT: **SW FLORIDA SHELLFISH ASSOCIATION, Inc.**  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: **Scott T. White**  
Name (Printed or typed)

**P O Box 56**  
Address

**Bokeelia, FL 33922**  
City, State & Zip

**239 633 2799**  
Daytime Telephone number

**swhite@swflshellfish.org**  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

SW Florida Shellfish Association, Inc.  
(A Corporation Not for Profit)

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## ARTICLES OF INCORPORATION

### **ARTICLE I NAME**

The name of the Corporation shall be: **SW Florida Shellfish Association, Inc.**

### **ARTICLE II PURPOSE**

The purpose and activities of this Association shall be:

1. To work in conjunction with any organization interested in the promotion and enhancement of Aquaculture and the Shellfish Industry.
2. To mutually assist its members in the administration of legislation and policies as it relates to its members, the Shellfish Industry and Aquaculture, in general.
3. To obtain recognition of the importance of the work performed, and the responsibilities required of its members.
4. To establish a standard of conduct and qualifications for its members.
5. To promote educational and training standards for its members.

### **ARTICLE III MEMBERSHIP AND DUES**

#### Section 1.

Members shall consist of any Aquaculture Certificate holder and Lease holders in Southwest Florida that have a genuine interest in the purpose of the Association, by paying the appropriate dues, and by adhering to the rules and regulations laid down in the various Sections and Subsections of the Constitution and Bylaws. A non-voting Associate Membership may be offered to affiliates who have interest in the same.

#### Section 2.

Dues of \$50.00 for a Member and \$25.00 per year for an Associate Member are due on or before May 1<sup>st</sup>, of each calendar year, which may be changed if necessary by a vote of the Board of Directors present at the annual meeting.

- (a) Any Member whose dues are in arrears for a period of more than thirty

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(30) days, and after two (2) written notices from the Secretary, shall be automatically suspended and shall thereafter be entitled to no Membership privileges or powers in the Association until reinstated upon payment of all arrears.

#### **ARTICLE IV MEETINGS**

##### **Section 1.**

1. The Annual Meeting of the Membership shall be held at the time and place set forth by the Board of Directors.
2. Notice of the Annual Meeting shall be mailed out by the Secretary in writing to the address of each Member and Associate Member as it appears on the records of the Association and delivered in the mail one (1) month prior to the meeting.
3. Any Member who has not withdrawn from Membership or been suspended or expelled as herein provided shall have the right to cast one (1) vote at any meeting of the Association. Voting may be done in person or by proxy.
4. Two-thirds (2/3) of the Members in good standing shall constitute a quorum at any meeting, (excluding the Board of Directors meetings).

##### **Section 2.**

1. The Board of Directors shall meet quarterly at an agreed upon time and place. All Board of Directors meetings are open to the Members of the Association.
2. A meeting of the Board of Directors may be called at anytime by the Secretary upon the request of the President or Vice-President by notice in writing to the last known address of each Board Member, delivered in the mail ten (10) days prior to the meeting.
3. The Executive meeting shall include, but not be limited to, the following:
  - (a) Report of the President
  - (b) Reports of the Secretary/Treasurer
  - (c) Reports of Committees
  - (d) Old and new business
  - (e) Installation of Officer
  - (f) Appointments of new Committees and Associates

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## **ARTICLE V ELECTION AND DUTIES OF OFFICERS**

### **Section 1.**

The Board of Directors of the Association shall consist of five (5) officers:

1. President, Vice-President, Secretary/Treasurer and two (2) officers:

- (a) The President shall preside over all annual and special meetings, shall make such appointments as are authorized in the Bylaws, and shall exercise such other functions and responsibilities as may be determined from time to time by the Board of Directors of which s/he is chair, and also act as a liaison between the Membership and the Board of Directors.
- (b) The Vice-President shall act in the capacity of the President in the case of absence.
- (c) The Secretary shall be responsible for keeping records of Board action, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Member, and assuring that the corporate records are maintained. The Secretary shall be responsible for maintaining and overseeing the maintenance of Membership and mailing lists.
- (d) The Treasurer shall make a report at each Board meeting. Assist in the preparation of the budget, and help develop fundraising plans, and make financial information available to the Board Members and the public. The Treasurer shall ensure that a documented accounting of all financial transactions is maintained and that accepted bookkeeping and accounting practices are followed.
- (e) No officer of the Association or Member of the Executive Committee shall be answerable for any act, receipt, neglect or default of any other Officer or Executive Committee member. No Officer or Executive Committee Member shall be liable individually or collectively for any judgment or for any act done or step taken or omitted under the advice of counsel, nor for any mistake or fact or law nor for anything which they do or refrain from doing in good faith.

2. The election of new Board Members or the election of current Board Members to a second term will occur as the first item of business at the Annual Meeting of the Association. Board Members will be elected by the luck of the draw.
3. The initial Board of Directors consisting of the President, Vice-President and Secretary/Treasurer shall serve a one (1) year term. The remaining two Board Members shall serve a one (1) year term. All are eligible for re-election.
4. A Quorum must be attended by at least three-fifths (3/5) of the Board Members before business can be transacted or motions made or passed.
5. If a vacancy on the Board exists, the Board of Directors will call for a special meeting. This vacancy will be filled only to the end of the particular Board Member's term.

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6. Resignation from the Board must be in writing and received by the Secretary. A Board Member shall be dropped for excess absences from the Board if s/he has three (3) unexcused absences from the Board meeting in a year. A Board Member may be removed for other reasons by a three-fourths (3/4) of the remaining Directors
7. A Special Meeting of the Board of Directors shall be called upon the request of the Chair or one-third (1/3) of the Board. The Secretary shall send out notices of Special Meetings to each Board Member postmarked two (2) weeks in advance.

## ***ARTICLE VI COMMITTEES***

### **Section 1.**

1. The Board may create Committees as needed. The Board shall appoint all Committee Chairs.

## ***ARTICLE VII AMENDMENTS***

### **Section 1.**

1. These Bylaws may be amended, when necessary, by a two-thirds (2/3) majority of the Board of Directors. Proposed amendments must be submitted, in writing, to the Secretary to be sent out with regular Board announcements.

## ***ARTICLE VIII INITIAL OFFICERS AND/OR DIRECTORS***

### **President**

Aaron W. Welch, Sr., Ph. D  
105 N 25<sup>th</sup> St. West  
Bradenton, FL 34205

### **Vice-President**

Raymond A. Bauer, Jr.  
50 Spaniards Rd.  
Placida, FL 33946

### **Secretary/Treasurer**

Scott T. White  
5264 Flamingo Dr.  
St. James City, FL 33956

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**ARTICLE IX PRINCIPAL OFFICE**

**Principal Street Address**

9101 Stringfellow Rd.  
St James City, FL 33956

**Mailing Address**

P O Box 509  
St James City, FL 33956-0509

**ARTICLE X EFFECTIVE DATE**

The Effective Date for the Articles of Incorporation for the SW Florida Shellfish Association shall be January 1<sup>st</sup>, 2014.

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**ARTICLE XI REGISTERED AGENT**

Scott T. White  
5264 Flamingo Dr.  
St. James City, FL 33956

**ARTICLE XII INCORPORATOR**

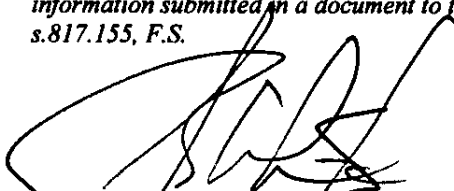
Scott T. White  
5264 Flamingo Dr.  
St. James City, FL 33956

*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*

  
\_\_\_\_\_  
Required signature of Registered Agent

November 5<sup>th</sup>, 2013  
Date

*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 is a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Required signature of Incorporator

November 5<sup>th</sup>, 2013  
Date

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