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*02/17/14*

**POTTER CLEMENT BERGHOLTZ ALEXANDER  
ATTORNEYS AT LAW**

DEL G. POTTER, P.A. \*  
G. EDWARD CLEMENT, P.A.  
RICHARD S. BERGHOLTZ, P.A.\*  
JOSEPH N. ALEXANDER, P.A.  
ARCHIE O. LOWRY, JR., P.A. \*\*

308 EAST FIFTH AVENUE  
MOUNT DORA, FL 32757

DPOTTER@PCBA-LAW.COM  
352.383.4186

\*Certified Circuit Mediator  
\*\*Of Counsel

February 7, 2014

Dept. of State  
Division of Corporations  
Clifton Bldg.  
2661 Executive Center Cr.  
Tallahassee, FL 32301

**Re: Articles of Incorporation  
MDYC CHARITABLE FOUNDATION, INC.**

Dear Sir or Madam:

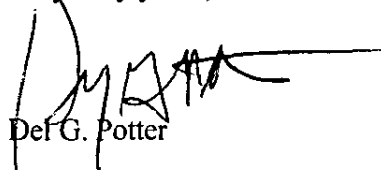
Enclosed please find an original and one (1) copy of Articles of Organization for the above-referenced company. You will also find enclosed this firm's check payable to the Secretary of State in the amount of \$78.75 representing the following fees:

\$ 35.00	Filing Fee
\$ 35.00	Registered Agent Designation
<u>\$ 8.75</u>	Certified Copy
 \$ 78.75	 Total

We would appreciate your filing the enclosed Articles and sending us confirmation of same.

If you have any questions, please do not hesitate to contact me. We appreciate your assistance in this matter.

Very truly yours,



Del G. Potter

DGP/rp  
Enclosures

ARTICLES OF INCORPORATION  
OF  
MDYC CHARITABLE FOUNDATION, INC.

ARTICLE I - NAME

The name of the corporation is MDYC CHARITABLE FOUNDATION, INC.

ARTICLE II - CORPORATE ADDRESS

The physical address of the corporation shall be 351 W. Fourth Ave., Mount Dora, Lake County, Florida 32757. The mailing address of the corporation shall be 351 W. Fourth Ave., Mount Dora, Lake County, Florida 32757.

ARTICLE III - CORPORATE NATURE

This is a nonprofit corporation, organized solely for charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV - DURATION

The term of existence of the corporation is perpetual.

ARTICLE V - GENERAL AND SPECIFIC PURPOSES

The specific purposes for which this corporation is formed are to: provide educational scholarships for studies in marine science, marine engineering and other maritime or marine related education; provide youth activities for seamanship; sponsor and promote sailing regatta or regattas on the Chain of Lakes, promote the goodwill of the yachting community; promote the growth of the yachting community through education programs; promote respect for and the protection and preservation of Lake Dora and the associated chain of lakes to build and maintain infrastructure needed for accessing chain of lake activities, and to operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distribution of organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations. The corporation shall be noncommercial,

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MOUNT DORA FL 32757

nonsectarian, and nonpartisan within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provision of subsequent tax laws.

#### ARTICLE VI – MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Governors. The number of Governors of the corporation shall be no less than five (5) nor more than nine (9), provided, however, that such number may be changed by a bylaw duly adopted by a majority of the Board of Governors. A Governor shall be a regular member of the Mount Dora Yacht Club, Inc. and shall be a Governor of the Mount Dora Yacht Club, Inc. at the time of election as such terms are defined in the Bylaws of the Mount Dora Yacht Club, Inc.

The Governors named herein as the first Board of Governors shall hold office until the first meeting of members at which time an election of Governors shall be held.

The names and addresses of such initial members of the Board of Governors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John H. Sonnentag - Commodore	5050 Greenbriar Trail Mt. Dora FL 32757
Gerald J. Winter -Vice Commodore	5051 Greenbriar Trial Mt. Dora, FL 32757
Castner R. Waddell - Rear Commodore	1726 Overlook Dr. Mt. Dora, FL 32757
Dr. Glenn E. Brown- Secretary	1054 Ceasars Ct. Mt. Dora, FL 32757
Alan T. Stewart- Treasurer	1311 Heim Rd. Mt. Dora, FL 32757
Paul M. Thompson, Esquire – Governor	31217 Overbrook St. Mt. Plymouth, FL 32776
Robert G. Anderson – Governor	1600 E. Crooked Lake Dr. Eustis, FL 32726

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Clarence Kolek – Governor

5006 Greenbriar Trail  
Mt. Dora, FL 32757

Edec W. Robinson – Immediate Past Commodore

2720 Sandspur Point  
P. O. Box 194  
Mt. Dora, FL 32756

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GOVERNOR  
FLORIDA

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#### ARTICLE VII – EARNINGS & ACTIVITIES OF CORPORATION

(a) 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 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

(b) 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) and political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions 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, as amended, (or the corresponding provision of any which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VIII – DISTRIBUTION OF ASSETS UPON 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 of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3)

of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX – MEMBERSHIP

The corporation shall have no capital stock, and shall be composed of Members rather than shareholders. The membership of the corporation shall consist of the individuals serving as members of the Board of Governors, and their successors in office.

#### ARTICLE X – INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

##### NAME

##### ADDRESS

John H. Sonnentag

5050 Greenbriar Trail  
Mt. Dora FL 32757

#### ARTICLE XI – AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

#### ARTICLE XII – DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

#### ARTICLE XIII – REGISTERED AGENT AND OFFICE

The name and Florida street address of the initial registered agent are:

##### NAME

##### ADDRESS

Del G. Potter

308 E. Fifth Ave.  
Mount Dora, FL 32757

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TALLAHASSEE, FLORIDA

ARTICLE XIV – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV – AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Governors and presented to a quorum of members for their vote.

We, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 6 day of Feb., 2014.

By: John Sonnentag  
John Sonnentag, Commodore

Attest: Glenn Brown  
Glenn Brown, Secretary

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF LAKE

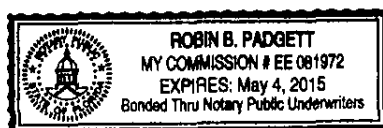
BEFORE ME, the undersigned authority, personally appeared John Sonnentag as Commodore of Mount Dora Yacht Club, Inc. and Glenn Brown as Secretary of Mount Dora Yacht Club, Inc., who produced identification and who did take an oath and who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6<sup>th</sup> day of Feb, 2014.

Robin B. Padgett  
NOTARY PUBLIC

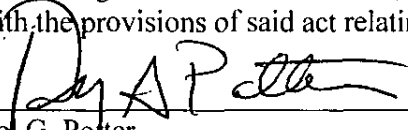
Notary Public Printed Name

My Commission Expires:  
Commission No.:



ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

  
\_\_\_\_\_  
De G. Potter

Dated: 2/7, 2014

FILED  
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TALLAHASSEE, FLORIDA