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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
FROGMAN OUTDOORS, INC.**

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DIVISION OF CORPORATE FILINGS
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ARTICLES OF INCORPORATION

Articles of Incorporation OF FROGMAN OUTDOORS, INC.

We, the undersigned, do hereby associate ourselves together for the purpose of forming a Corporation Not For Profit, under and by virtue of Chapter 617 Florida Statutes, and do hereby adopt as and for the corporation charter of said corporation, the following articles of incorporation:

ARTICLE I: NAME

The name of this corporation shall be:

FROGMAN OUTDOORS, INC.

ARTICLE II: PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

2305 Newfound Harbor Drive Merritt Island, Florida 32952

ARTICLE III: PURPOSE

The purposes for which this Corporation is organized are:

1. This Corporation is organized for the purpose of conducting any legal activity permitted to be conducted by non-profit Corporations under the laws of the State of Florida and Section 501(c)(3) of the United States Internal Revenue Code. More specifically, but without reservation or restriction, this Corporation shall be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any superseding section.
2. *The Corporation is organized and shall be operated exclusively for charitable purposes and it is authorized to accept, hold, administer, invest and disburse for charitable reasons such funds as may from time to time be given to it by any person, persons or Corporation, to receive gifts and make financial and other types of contributions and assistance to charitable and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out.*

ARTICLE IV: DISTRIBUTION OF CORPORATE FUNDS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 III hereof. 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. Notwithstanding any other provision 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 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V: MANNER OF ELECTION OF DIRECTORS

The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3, nor more than 9 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits provided above. The Board of Directors may fill any vacancy which may occur on the Board of Directors prior to the next annual meeting of either the members or the Board of Directors or the first annual meeting of this corporation as herein provided for and until their successors are elected and qualified. The Method used to elect Board of Directors is so stated in the By Laws of the Corporation.

ARTICLE VI: LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302 of the Florida Statutes.

ARTICLE VII: TERM

The term for which this corporation shall exist shall be perpetual.

ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

**Kevin S. Holderby
2305 Newfound Harbor Drive Merritt Island, Florida 32952**

ARTICLE IX: INCORPORATORS

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

2305 Newfound Harbor Drive Merritt Island, Florida 32952

ARTICLE X: OFFICERS AND DIRECTORS

The names and street addresses of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is are:

**Kevin S. Holderby
2305 Newfound Harbor Drive Merritt Island, Florida 32952**

**Melissa Holderby
2305 Newfound Harbor Drive Merritt Island, Florida 32952**

**Steve Potter
2305 Newfound Harbor Drive Merritt Island, Florida 32952**

ARTICLE X: DISSOLUTION

In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation.

is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned incorporators have executed these Articles of Incorporation.

Kevin S. Holderby
Kevin S. Holderby

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned 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:

FROGMAN OUTDOORS, INC..

2. The name and address of the registered agent and office is:

Kevin S. Holderby
2305 Newfound Harbor Drive Merritt Island, Florida 32952

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Kevin S. Holderby
Kevin S. Holderby Registered Agent

14 JUN 23 AM 11:42

SECRETARY OF STATE
DIVISION OF CORPORATIONS