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# FLORIDA PROFIT/NON PROFIT CORPORATION Continental Field Trial Club, Inc.

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# ARTICLES OF INCORPORATION OF CONTINENTAL FIELD TRIAL CLUB, INC.

The undersigned, acting as incorporator of Continental Field Trial Club, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

#### ARTICLE I. NAME

The name of the corporation is: Continental Field Trial Club, Inc.

#### ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are 1583 Livingston Road, Greenville, FL 32331.

## ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

#### ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit charitable, benevolent, educational, historical, social, fraternal, scientific, historical and other lawful purposes not for pecuniary profit, including but not limited to the following: to promote education and the training, improvement, development and appreciation of bird dogs by providing support both financially and through volunteer work and conducting field trials, including the field trial commonly known as the Continental Field Trial. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

# ARTICLE V. ON CORPORATE POWER

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

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#### ARTICLE VI. MEMBERS

The qualification for members and the manner of their admission will be as provided in the hylaws. The rights exercisable by members will also be as provided in the bylaws.

# ARTICLE VIL INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1583 Livingston Road, Greenville, Florida 32331 as the street address of the initial registered office of the corporation and names Randy Floyd the corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation has nine (9) 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 method of election or appointment of the directors shall be as provided in the bylaws. The names of the initial directors are:

Larron Copeland
Paul Deloach
Randy Floyd
Bart Goodson
Dr. Robert McDavid
Edward Sholar
Clay Sisson
Dr. Terry Terlip
John Thompson

# ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Clay Sisson

1583 Livingston Road Greenville, FL 32331

# ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

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Prepared by Christopher Commander Florida Bar No. 82228 Holland & Knight LLP 50 N. Laura St., Suite 3900 Jacksonville, FL 32202 904-353-2000

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## ARTICLE XL INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

Clay Sisson

Incorporator

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#### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Randy Floyd

Registered Agent

Dated: \_\_\_\_\_\_\_. 201

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