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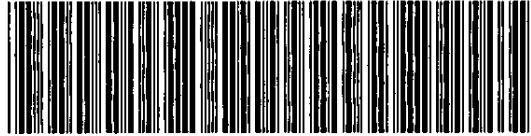
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MAY 22 2015

T. SCOTT

15 MAY 21 AM 9:10



Alan B. Koslow, Esq.  
Shareholder  
Phone: (954) 985-4169 Fax: (954) 985-4176  
akoslow@bplegal.com

1 East Broward Blvd., Suite 1800  
Ft. Lauderdale, Florida 33301

May 20, 2015

*Via Federal Express*

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Article of Incorporation - The Shipwreck Park, Inc.

Dear Sir or Madam:

On behalf of our client The Shipwreck Park, Inc., attached please find an original and one copy of Articles of Incorporation, together with \$70.00 filing fee.

We are respectfully requesting that the filing of these Articles be expedited and posted on SunBiz as soon as possible so we can move forward with the new Company's business.

Sincerely,

A handwritten signature in black ink, appearing to read "Alan Koslow", with a long horizontal flourish extending to the right.

Alan B. Koslow  
For the Firm

ABK/cl  
Enclosures (check)

**ARTICLES OF INCORPORATION  
OF  
THE SHIPWRECK PARK, INC.**

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation*

**ARTICLE I  
NAME**

The name of the corporation shall be THE SHIPWRECK PARK, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

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

2200 East Atlantic Boulevard  
Pompano Beach, Florida 33062

**ARTICLE III  
PURPOSE**

This corporation is organized as a not for profit organization charged with developing and maintaining underwater offshore artificial reef(s) known as Shipwreck Park off the coast of northern Broward County. Recreational offerings will be improved to a wide variety of users that will take environmental pressures off of the natural reef system in an ecofriendly environment. This corporation will work closely with County, State and Federal agencies to enhance the cultural and historical significance of the artificial and natural reef environment. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended including, for such purposes, and shall have all powers and rights under applicable Florida Law, Not For Profit Corporation Act, F.S. Chapter 617, as amended, and under the Internal Revenue Code Section 501(c)(3).

15 MAY 21 AM 9:10

**ARTICLE IV**  
**NO MEMBERS**

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE V**  
**EXEMPTION REQUIREMENTS**

The corporation is a not for profit corporation under Chapter 617, F.S., is intended to be exempt from federal income taxation and at all times shall have the following operating as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except to the extent permissible under articles, under law and under 26 U.S.C.A. § 501(c)(3). The corporation shall be authorized to hire an Executive Director and employees and professional consultants, including attorney's and Certified Public Accountants, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

4. The corporation shall maintain proper books and records consistent with the requirements of a corporation, Section 501(c)(3).

**ARTICLE VI**  
**MANNER OF ELECTION OF BOARD OF DIRECTORS**

The management of the affairs of the corporation shall be vested in a Board of Directors consisting of at least three directors, as defined in the corporation's by-laws. No Director shall have any right, title or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is four, their names and addresses being as follows:

Tommy DiGiorgio  
24 NE 24<sup>th</sup> Avenue  
Pompano Beach, Florida 33062

Rob Wyre  
1800 SW 3<sup>rd</sup> Street  
Pompano Beach, Florida 33069

Jay Underkoffler  
1800 SW 3<sup>rd</sup> Street  
Pompano Beach, Florida 33060

Ulrich Green  
2200 E. Atlantic Blvd.  
Pompano Beach, Florida 33062

Members of the first Board of Directors shall serve until the first annual meeting. After that, each Director shall be elected by majority vote of the Board of Directors in the manner, and at the times, set forth in the by-laws. The by-laws will provide for the number of Directors who can serve and be elected and their minimum qualifications and responsibilities to the Company. Any Director may be removed by the affirmative vote of at least two-thirds of the Board of Directors, as provided therein.

**ARTICLE VII**  
**DURATION**

The duration of the corporate existence shall be perpetual.

**ARTICLE VIII**  
**BY-LAWS**

The by-laws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE IX**  
**AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them as allowed under applicable law.

**ARTICLE X**  
**INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law including, but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**ARTICLE XI**  
**DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed as set forth above shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization 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.

**ARTICLE XII**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Ulrich Green  
2200 East Atlantic Blvd.  
Pompano Beach, Florida 33062

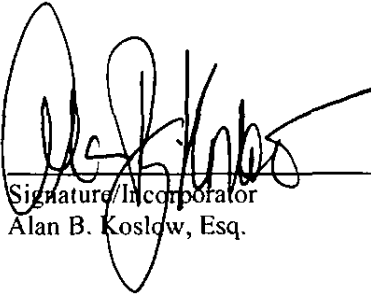
**ARTICLE XIII**  
**OFFICERS**

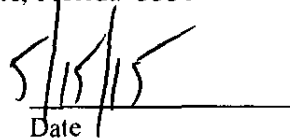
The officers of the corporation may consist of a president and/or executive director, one or more vice presidents or department heads, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the by-laws or by resolution of the Board of Directors. Each officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such a time, and in such a manner, as prescribed by the by-laws or by law.

**ARTICLE XIV**  
**INCORPORATOR**

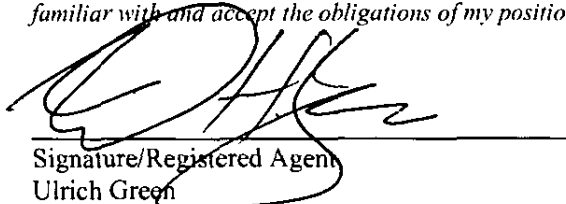
The name and address of the Incorporator to these Articles of Incorporation is:

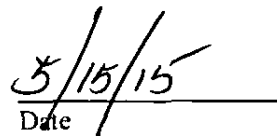
Becker & Poliakoff  
Alan B. Koslow, Esq.  
1 East Broward Boulevard, 18<sup>th</sup> Floor  
Fort Lauderdale, Florida 33301

  
\_\_\_\_\_  
Signature/Incorporator  
Alan B. Koslow, Esq.

  
\_\_\_\_\_  
Date

*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.*

  
\_\_\_\_\_  
Signature/Registered Agent  
Ulrich Green

  
\_\_\_\_\_  
Date