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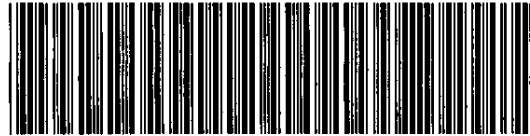
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16 JUN -6 AM 6:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VH

142 Clemons Road
Crescent City, Florida 32112
May 2, 2016

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

SUBJECT: Incorporation of Ewbank River House, Inc.

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:


J. William Cupp
142 Clemons Road
Crescent City, Florida 32112

daytime telephone: (386) 492-1705

e-mail: cupp@computer.org



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 17, 2016

J. WILLIAJM CUPP
142 CLEMONS ROAD
CRESCENT CITY, FL 32112

SUBJECT: EWBANK RIVER HOUSE, INC.
Ref. Number: W16000035767

We have received your document for EWBANK RIVER HOUSE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Non Profit corporations do not have shares of stock or shareholders. Please remove this information from the document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 816A00010365

ARTICLES OF INCORPORATION AND BYLAWS
In compliance with Chapter 617, F.S., (Not for Profit)

FILED

16 JUN -6 AM 6:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the corporation shall be: **Ewbank River House, Inc.** Throughout the remainder of these Articles of Incorporation and Bylaws the phrase “River House” shall be understood to stand for the full name of the corporation.

ARTICLE II – PRINCIPAL OFFICE

Principal street address and Business Mailing address:
Ewbank River House, Inc.
142 Clemons Road
Crescent City, Florida 32112

ARTICLE III – STATEMENT OF PURPOSE

1. The purpose for which the corporation is organized is: to maintain ownership for the joint use and benefit of the descendants of Dennis D. Ewbank and Marlene R. Ewbank of the real estate left by them to their descendants. The real property included is physically located at 142⁶ Clemons Road, Georgetown, Florida; mailing address 142 Clemons Road, Crescent City, Florida 32112 DH Causeys S/D MB1 P90 Pt of Lots 2 & 3 OR322 P231 & OR347 P255 (Map sheet 35/38/39). The River House may not purchase any other real estate in its name.

2. For the purpose of these Articles and Bylaws, a “descendant” is deemed to be any natural born or legally adopted child of Dennis D. Ewbank and Marlene R. Ewbank, or any natural born or legally adopted child of one of their descendants. For the purpose of these bylaws, by definition the following individuals will additionally be considered qualified as “natural born or legally adopted” descendants: J. William Cupp, Jennifer Ewbank, Kristin Boyd, Kimberly Killian, and no others.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 the Statement of Purpose hereof. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, or officer thereof. Upon dissolution of the corporation, the total value of the corporation shall be distributed among all members proportionately according to the number of votes each controls.

ARTICLE IV – MANNER OF ELECTION

1. The board of directors of the River House shall consist of three individuals, who shall be considered the only officers of the corporation. All officers of the corporation are considered on an equal basis as every other officer with regards to conducting the business of the corporation.

2. The manner in which the board directors are appointed: Each year on 1 January those three members who possess the greatest number of votes of control of Ewbank River House, Inc. shall serve as directors for the corporation for that year. Where two or more members possess the same number of votes of control, the individual who acquired that number of votes earliest shall

take precedence. Service as directors for the corporation shall be without compensation of any kind.

3. When there are fewer than three members in total, those members may offer a position as a director of the corporation to another individual jointly approved by all members. Any individual who is not a member agreeing to serve as an officer of the corporation must agree to serve without compensation of any kind.

4. Whenever a vacancy occurs among the board of directors the remaining directors may appoint any individual to fill the empty position until the next following 1 January. In most circumstances the remaining board members will be expected to appoint that individual who is the member of record controlling the next largest number of votes of control of the corporation. Any individual who is appointed to serve as an officer of the corporation to fill such a vacancy must agree to serve without compensation of any kind.

ARTICLE V – INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Mrs. Cindy Cupp (officer)

Address: 142 Clemons Road, Crescent City, Florida 32112

Name and Title: Mr. Darrel Ewbank (officer)

Address: 150 Clemons Road, Crescent City, Florida 32112

Name and Title: Mr. J. William Cupp (officer)

Address: 142 Clemons Road, Crescent City, Florida 32112

ARTICLE VI – REGISTERED AGENT

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

Name: Mr. Darrel Ewbank

Address: 150 Clemons Road, Crescent City, Florida 32112

ARTICLE VII – INCORPORATOR

The name and address of the Incorporator is:

Name: Mr. J. William Cupp

Address: 142 Clemons Road, Crescent City, Florida 32112

ARTICLE VII – CONTROL OF THE CORPORATION AND RIGHTS OF MEMBERSHIP

1. There shall be seventy-two (72) membership votes exercising control over the management of Ewbank River House, Inc. No additional votes may be created by the corporation at any time. Members may hold one or more votes. Votes of control may be traded or sold among parties at any mutually agreed price subject to the three following restrictions:

- a. No partial votes may exist. The smallest division of control over the corporation shall be 1/72nd of the total number of votes. The smallest number of votes any member may have is one (1) vote.

b. Membership may be owned, traded, or sold among all descendants of Dennis D. Ewbank and Marlene R. Ewbank without restriction, subject to the following paragraph. (The definition of "descendant" is per Article III(2), above.) Each transaction which involves transfer of membership in the corporation to an individual other than a descendant of Dennis D. Ewbank and Marlene R. Ewbank must be approved in advance by members representing no less than 60% of the total control of the corporation.

c. The first generation descendants, to wit Cindy Joan Cupp, Dale Emory Ewbank and Darrel Robert Ewbank, have throughout their lifetimes the right of first refusal concerning any changes in membership of the corporation in the manner as prescribed in this paragraph. Where it is intended to sell or otherwise transfer any memberships (including by inheritance) of the River House each of Cindy Cupp and Darrel Ewbank must be given the opportunity to acquire such votes individually (or half the proposed votes each) at fair market value. Upon their declining to acquire all or part of those votes offered the same votes must be offered to Dale Ewbank at fair market value. Only after the three first generation descendants have declined to acquire all or part of the offered membership votes may said votes (or those votes remaining of the intended offer) be transferred as proposed. These rights of first refusal are uniquely limited to these individuals and not transferable to any other person.

2. All transfers of membership and therefore votes of control of the corporation shall be conveyed by written agreement, to be signed and notarized both by the grantor and the receiver. A copy of the written agreement, including how many votes were transferred, shall be provided by the parties involved to the registered agent of the River House.

3. At the founding of the Ewbank River House, Inc. there shall be two members, with thirty-six (36) votes controlled by Cindy Joan Cupp and thirty-six (36) votes controlled by Darrel Robert Ewbank.

ARTICLE IX – MEETINGS AND REPORTS OF THE CORPORATION

1. Given that the directors of the corporation in most cases will be simultaneously represent the majority of the membership votes of control of the corporation, all meetings of the directors will additionally be considered general membership meetings. All members will be entitled to attend all meetings of the officers of the River House.

2. A quorum at all meetings of the officers and general membership meetings will be considered to be met if 60% of the votes of control of the corporation are represented.

3. Any member of the corporation may call for a general meeting. Due consideration shall be given to the possible distances involved for some members in setting the date and location of the meeting from the time it is called. Whenever any such meeting is called due care will be exercised so as to inform all members of record of the date and location of the meeting.

4. All meetings of the corporation may be attended in person, by telephone or videophone, or by Internet telephony, or by any other electronically supported means approved by a consensus of the members. As most members will be descendants of Dennis D. Ewbank and Marlene R. Ewbank and thus extended family members, it is generally held that the identities of all persons

attending meetings other than by physical presence will be known. However, the officers of the River House may demand reasonable steps to verify the identity of members who attend meetings from remote locations.

5. The officers or a person designated by them shall make available to all interested members on an annual basis a report consisting of copies of the required annual report filed with the State of Florida, copies of the tax reports filed with the IRS, and a complete list of all members together with the number of votes controlled by each.

ARTICLE X – MAINTENANCE AND USE OF THE ASSETS OF THE CORPORATION

1. All officers of the corporation are authorized to conduct business on its behalf during their period of office. This includes, but is not limited to, having signature authority over accounts owned by the corporation, entering contracts on behalf of the corporation, and hiring or purchasing goods or services needed for the upkeep of the property.

2. The Ewbank River House, Inc. shall not routinely generate income nor charge any individual rent for use of the property. All members of the River House are responsible financially to provide funds needed to ensure the upkeep and pay the bills of the corporation, in equal proportion to the number of votes controlled. The ratio of financial responsibility for each member shall be fixed for the year based on the number of votes controlled as of 1 January. In case of any transference of votes between parties during the year, it will be a matter of the transaction for the parties involved to include financial considerations relative to the overall membership and control of the corporation, through to the end of that year.

3. The Ewbank River House, Inc. shall not routinely hire employees. In cases where work must be performed, whether restorative or upkeep in nature, it shall be the routine practice of the officers of the corporation to engage the services of businesses or individuals, and those persons performing the work shall be employees of those businesses or self-employed. They will not for legal or tax purposes be considered to be "employees" of the corporation.

4. Any descendant of Dennis D. Ewbank and Marlene R. Ewbank is invited to stay for temporary periods at the River House. (The definition of "descendant" is per Article III(2), above.) For periods of time up to twenty (20) days, no fees are due to Ewbank River House, Inc., but it will be the responsibility of those occupying the house to provide for goods and supplies as needed. The corporation does not offer any supplies for cleaning, food, or any other purpose to support a guest's stay at the River House. An individual who resides at the River House for periods of twenty (20) days or more shall be obliged to pay all utility bills (including but not limited to electricity, telephone, Internet, television, water, sewer, gas or other utilities as specified by a consensus of the officers of the corporation) for the entire duration of their stay. Any duration of occupancy in excess of the twenty (20) days shall be only with the express permission of the officers, and occupants who have been using the house for longer than twenty (20) may be asked by the officers of the corporation to depart without cause when given forty-eight (48) hours' notice.

5. Descendants of Dennis D. Ewbank and Marlene R. Ewbank are permitted to invite other guests (including non-descendants) to stay at and make use of the River House, subject to a

consensus approval by all members of the corporation. In case of conflict or potential conflict due to overlapping periods of occupation, the determinations of the officers of the corporation shall hold the final word over who is permitted to remain, and for what dates, at the River House.

ARTICLE XI – AMMENDMENTS OF THESE BYLAWS

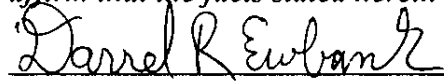
Proposed changes to these bylaws shall be voted on and approved by members representing no less than 80% overall votes of control of Ewbank River House, Inc.

ARTICLE XII – DURATION AND DISSOLUTION OF THE CORPORATION

1. This corporation shall endure into perpetuity until such time that its members decide to sell the real property owned by the corporation and dissolve it.

2. A decision to sell the real estate owned by the corporation must be approved in advance by members representing no less than 80% overall votes of control of Ewbank River House, Inc. Solely for the purpose of such a decision, in the event one or more members cannot be contacted, public notice having been given and a period of ninety (90) days having elapsed, those members' votes will be considered null for the sale decision, and the sale of the real estate and dissolution of the corporation may be effected by 80% of those votes of control not so nullified.

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. I submit this document and affirm that the facts stated herein are true.

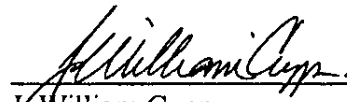


Darrel Ewbank
Required Signature of Registered Agent

6-2-16

Date

I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



J. William Cupp
Required Signature of Incorporator

31 May 2016

Date

FILED
16 JUN -6 AM 6:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA