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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

COVER LETTER

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

SUBJECT: Sea Boots, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Jason R. Himschoot ESQ
Name (Printed or typed)

2030 McGregor Blvd.
Address

Ft Myers, FL 33901
City, State & Zip

239 331 5100
Daytime Telephone number

Jhimschoot@gadclaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Sea Boots, Inc.

A Not-For-Profit Florida Corporation

I, the undersigned, for the purposes of forming a Not-for-Profit corporation under the laws of the State of Florida, and in compliance with the requirements of Chapter 617, Florida Statutes, hereby certify as follows:

ARTICLE I

NAME

The name of this corporation is:

Sea Boots, Inc.

The principal office address is:

*2030 McGregor Boulevard
Fort Myers, Florida 33901*

16 DEC 15 AM 10
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE II

REGISTERED AGENT/OFFICE

The name of the initial Registered Agent of this corporation is:

*Jason R. Himschoot
Attorney-at-Law*

The street address of the initial registered office of this corporation is:

*2030 McGregor Boulevard
Fort Myers, Florida 33901*

ARTICLE III

PURPOSE AND POWERS

This corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific and primary purposes for which this corporation is formed are:

- 1. To operate in such manner as will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified*

as tax-exempt organizations under the Internal Revenue code, as amended.

- 2. To represent its members and their successors and assigns, pursuant to the provisions of Chapter 617 of the Florida Statutes.*
- 3. To maintain, acquire, finance, and operate ("Sea Boots" or "Boat") on behalf of its members.*
- 4. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.*
- 5. Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."*
- 6. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation if allowed by the bylaws.*
- 7. Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.*
- 8. Increase, by a vote of its members cast, as the bylaws*

may direct, the number of its directors.

- 9. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.*
- 10. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.*
- 11. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.*
- 12. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.*
- 13. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.*
- 14. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use*

and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipally, or of any instrumentality thereof.

- 15. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Chapter 617.0833, Florida Statutes, or its Successor Statutes.*
- 16. Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.*
- 17. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.*
- 18. Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.*

ARTICLE IV

MEMBERSHIP

Membership in this Corporation shall be limited to persons who have purchased Membership Certificates in the Corporation. There shall be one vote per Membership. Upon the transfer of a Membership Certificate, either voluntarily or by operation of law, the transferee shall become a member of the Corporation if all the requirements for membership have been met.

ARTICLE V

PERPETUAL EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

DIRECTORS

The Powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The initial number of directors of the corporation shall be two (2); provided however, that such number may be

changed by a By-Law duly adopted.

The directors named herein as the first Board of Directors shall hold office until either the first annual meeting of the membership at which time an election of directors shall be held, or until a special meeting of the membership held for the purpose of electing a new Board of Directors to replace the initial Board. The manner in which the Directors shall be elected will be determined in the By-Laws.

The names and addresses of the initial Board of Directors of this corporation are:

NAME:

Michael D. Himschoot

Brian Baugher

ADDRESS:

*2700 Rockfill Road
Fort Myers, FL 33916*

*11680 Chitwood Dr. Unit 1
Fort Myers, FL 33908*

ARTICLE VII

INCORPORATOR

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

*Jason R. Himschoot, Esq.
2030 McGregor Blvd.
Fort Myers, FL 33901*

ARTICLE VIII

BY-LAWS

The power to amend or repeal the By-Laws shall be in the members. The affirmative vote of the majority of the voters present, in person or by proxy, at a meeting at which a quorum has been established, shall be necessary to exercise that power. The power to adopt the first By-Laws of the Corporation, however, shall be in the Board of Directors. A majority vote of the Directors shall be necessary to adopt the first By-Laws. If an Amendment to the By-Laws is required

by any action of any Federal, State, or Local Governmental Authority or Agency, or any Law, Ordinance or Rule thereof, the Board of Directors may, by a majority vote, at a duly Noticed Meeting of the Board, Amend the By-Laws at any time, without notice to or a vote by the Membership. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with Chapters 617, Florida Statutes and these Articles of Incorporation.

ARTICLE IX

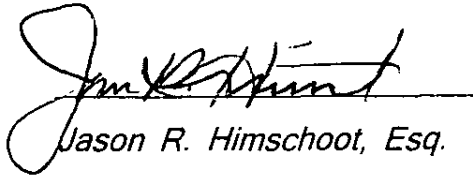
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation. Such amendment may be proposed and adopted in the manner provided by the By-Laws of the Corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has

executed

these Articles of Incorporation this 12th day of December, 2016.


Jason R. Himschoot, Esq.
Incorporator

STATE OF FLORIDA


COUNTY OF LEE

Before me, this day, personally appeared Jason R. Himschoot, Esq. the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Articles of Incorporation, as Incorporator.

- ☒ Affiant is personally known to me, or
☐ Affiant produced his/her driver's license
☐ Affiant produced as identification:

WITNESS my hand and official seal this 12th day of December 2016.

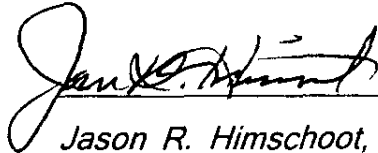



Signature of Notary Public
Betsy Foreman
Typed or Printed Name of Notary
My commission expires: 11/18/20

ACCEPTANCE BY REGISTERED AGENT

*The undersigned is familiar with and hereby accepts the duties and responsibilities as Registered Agent of **Sea Boots, Inc.**, which is contained in the foregoing Articles of Incorporation.*

Dated this 12th day of December, 2016.



Jason R. Himschoot, Esq.

Registered Agent

STATE OF FLORIDA

COUNTY OF LEE

Before me, this day, personally appeared Jason R. Himschoot, Esq., the person described in and who executed the foregoing instrument, who, being first duly sworn and under oath, acknowledged, before me, that he is the person who executed the foregoing Acceptance by Registered Agent.

- ☒ *Affiant is personally known to me, or*
- ☐ *Affiant produced his/her driver's license*
- ☐ *Affiant produced as identification:*

WITNESS my hand and official seal this 12th day of December,
2016.

Betsy Foreman

Signature of Notary Public



Betsy Foreman

Typed or Printed Name of Notary

My commission expires: 11/18/20