

N16000012201

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

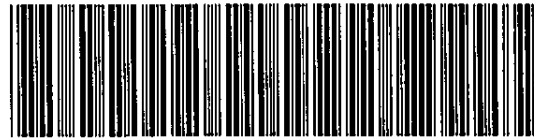
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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16 DEC 23 AM 9:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/27/14

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: WAVE FLORIDA, INC
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

JOHN H MATTHEWS

Contact Person

Firm/Company

2701 N 17TH AVE

Address

PENSACOLA, FL 32503

City, State and Zip Code

JOHN.MATTHEWS@COX.NET

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOHN H. MATTHEWS

Name of Contact Person

at (850) 516 1580

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees ☐ \$113.75 Filing Fees ☐ \$113.75 Filing Fees ☐ \$122.50 Filing Fees,
75⁰⁰ ATTACHED and Certificate of Status and Certified Copy Certified Copy, and Certificate of Status

STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 13, 2016

JOHN H. MATTHEWS
2701 N. 17TH AVENUE
PENSACOLA, FL 32503

SUBJECT: WAVE FLORIDA, LLC
Ref. Number: W16000083272

We have received your document for WAVE FLORIDA, LLC and your check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Note the additional fee of \$75.00. I have retained the Non Profit articles.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return 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.

Neysa Culligan
Regulatory Specialist II

Letter Number: 416A00026451

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

16 DEC 23 AM 9:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 617, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

WAVE FLORIDA, LLC

L14-193934

Enter Name of Other Business Entity

2. The "Other Business Entity" is a

LIMITED LIABILITY COMPANY

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of

FLORIDA

(Enter state, or if a non-U.S. entity, the name of the country)

on

14 DEC 5, 2014

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

WAVE FLORIDA, INC

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 1 JAN 2017

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signed this 20th day of DECEMBER, 20 16.

Required Signature for Florida Profit Corporation:

Signature of John H. Matthews Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

Printed Name: JOHN H. MATTHEWS Title: DIRECTOR / INCORPORATOR

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: John H. Matthews

Printed Name: JOHN H. MATTHEWS Title: AUTHORIZED REPRESENTATIVE

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**Articles of Incorporation
WAVE FLORIDA, INC**

16 DEC 23 AM 9: 29

The undersigned incorporator is a United States citizen 18 years of age or older and adopts the following articles of incorporation to form a non profit corporation under the State of Florida Non Profit Corporation Act (FS Chapter 617).

Article I – Name

The name of this corporation shall be WAVE FLORIDA, INC.

Article II – Registered Office Address

The place in Florida where the principal office of the corporation is to be located initially is 2701 N 17th Avenue, Pensacola, Florida 32503.

Article III – Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this organization is:

- (a) To function as a non-profit charitable foundation and, as such, to receive, hold, and administer funds, securities, gifts, and bequests, and to use, disburse or donate the income or principal thereof for the purposes as set forth above;
- (b) To promote, support, and advance leadership in yacht clubs and yachting organizations that are recognized as exempt from federal income taxation as organizations described in Section 501 (c) of the Internal Revenue Code of 1954;
- (c) To do any and all things deemed necessary, suitable, convenient or appropriate in connection with or incidental to the accomplishment of the purposes of the Corporation to the extent not forbidden by statute, by this certificate of incorporation or the bylaws of this Corporation;
- (d) To fund and/or reimburse the expense and/or cost of participants and/or volunteers assisting with the conduct of all activities and events associated with the Wounded American Veterans Event (WAVE) program including, but not limited to the hosting of related programs by the Florida Commodores Association, Inc; the Florida Commodores Association Foundation, Inc; any recognized Florida Yacht Club; or other regional, national, and international yachting associations.

Article IV – Exemption Requirements

At all times the following shall operate 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 that the organization 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 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 by any organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article V – Board of Directors

The members of this Corporation shall be the Officers and Directors. The management of the affairs of the Corporation shall be vested in the Board of Directors, as defined by the Corporations's bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The number of directors constituting the initial Officers and/or Directors is (05). Their names and addresses are as follows:

Kathy Champagne, Chairman
1050 Fleming Drive
Pensacola, FL 32514

John H Matthews, Vice Chairman and Treasurer
2701 N 17th Avenue
Pensacola, FL 32503

Robert Sutton, Director
500 Carson
Pensacola, FL 32507

Julie Connerley, Secretary
4932 Hickory Shores Blvd
Gulf Breeze, FL 32563

Commodore, Pensacola Yacht Club (Director)
P. O. Box 989
Pensacola, FL 32591

Commodore, Navy Yacht Club (Director)
P. O. Box 4422
Pensacola, FL 32507

The members of the initial Board of Directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

Article VI – Personal Liability

No member, officer, or director of this Corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this Corporation.

Article VII – Duration/Dissolution


The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the Corporation 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 public purposes.

Article VIII- Registered Agent

The name and address of the Registered Agent is:

Name: John H Matthews
Address: 2701 N 17th Avenue
Pensacola, FL 32503

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.



Signature of registered agent

12/5/14

Date

Article IX – Incorporator

The name and address of the Incorporator is:

Name: John H Matthews
Address: 2701 N 17th Avenue
Pensacola, FL 32503

In witness whereof, I, the undersigned, have hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Florida. I submit this document and affirm that the facts stated herein are true. 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, FS.



Signature of Incorporator

12/5/16

Date

16 DEC 23 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA