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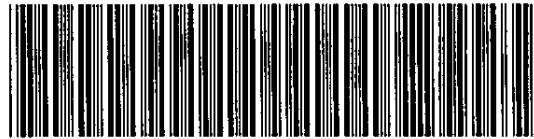
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17 MAY 26 AM 7:50

## COVER LETTER

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

SUBJECT: BACKCOUNTRY Fly Fishing Association, 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: MEL SCHUBERT  
Name (Printed or typed)

350 SPRING LAKE HILLS DR  
Address

ALTAMONTE SPRINGS FL 32714  
City, State & Zip

407-454-0083  
Daytime Telephone number

MELSTARPA@aol.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**  
**BACKCOUNTRY FLY FISHING ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation is Backcountry Fly Fishing Association, Inc. (hereinafter called the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE OF THE CORPORATION**

The address of the principal office and the mailing address of the Corporation shall be 350 Spring Lake Hills Drive, Altamonte Springs, Florida 32714.

**ARTICLE III**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 350 Spring Lake Hills Drive, Altamonte Springs, Florida 32714. The name of the initial registered agent at that address is Melvin D. Schubert.

**ARTICLE IV**  
**PURPOSES AND POWERS OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are:

(1) exclusively for social club or association purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an

organization exempt from Federal income tax under section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V  
MEMBERSHIP

This Corporation shall not have members.

ARTICLE VI  
BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names and addresses of the initial directors are:

Melvin D. Schubert	350 Spring Lake Hills Drive Altamonte Springs, Florida
32714	
Cas Summers	4301 Gull Cove New Smyrna Beach, Florida
32169	
Reid Martin	585 S. Indigo Road Altamonte Springs, Florida
32714	

ARTICLE VII  
DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE VIII  
DURATION

The Corporation shall exist perpetually.

ARTICLE IX  
AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X  
BYLAWS

The Bylaws of this Corporation shall be adopted by the incorporator on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE XI  
INCORPORATOR

The name and address of the incorporator is:

Melvin D. Schubert

350 Spring Lake Hills Drive  
Altamonte Springs, Florida 32714

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this 29 day of MARCH, 2017.



\_\_\_\_\_  
Melvin D. Schubert, Incorporator

17 MAY 26 AM 7:50  
ALTA MOUNTAIN SPRINGS, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

### ACKNOWLEDGMENT:

Mr. J. H. [Signature]

Melvin D. Schubert, Registered

Agent

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**UNANIMOUS WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS  
IN LIEU OF AN ORGANIZATIONAL MEETING  
OF  
BACKCOUNTRY FLY FISHING ASSOCIATION, INC.**

MARCH 29, 2017

The undersigned, being all the directors of Backcountry Fly Fishing Association of, Inc., a Florida not for profit corporation (the "Corporation"), named in the articles of incorporation of the Corporation and waiving all requirements of notice, consent to the corporate actions specified below and adopt the following resolutions by written consent, without a meeting, pursuant to Section 617.0205 of the Florida Statutes:

**ARTICLES OF INCORPORATION**

RESOLVED, that the articles of incorporation of the Corporation filed with the Florida Department of State on the 29 day of MARCH, 2017 are approved; and  
RESOLVED FURTHER, that a duplicate original of the articles of incorporation of the Corporation, certified by the Florida Department of State, shall be inserted as the first document in the minute book of the Corporation as part of its permanent records.

**BYLAWS**

RESOLVED, that the bylaws of the Corporation, a copy of which are filed in the minute book, are approved and adopted as the bylaws of the Corporation.

**CORPORATE SEAL**

RESOLVED, that the seal impressed in the margin of this consent is approved and adopted as the corporate seal of the Corporation.

**APPOINTMENT OF OFFICERS**

RESOLVED, that the following persons are appointed to the corporate offices indicated opposite their names below to serve for the term provided in the bylaws or until their earlier death, resignation, or removal from office:

Melvin D. Schubert	President
Cas Summers	Treasurer
Reid Martin	Secretary

**ELECTION OF DIRECTORS**

RESOLVED, that the following persons are elected to the board of directors of the Corporation to serve for the term provided in the bylaws or until their earlier death, resignation, or removal:

Melvin D. Schubert  
Cas Summers  
Reid Martin

**BANK ACCOUNTS, CREDIT CARDS, AND CORPORATE BORROWING**

RESOLVED, that the president of the Corporation is authorized, at his or her discretion and without further action by the board of directors:

1. To open, maintain, or discontinue accounts of the Corporation with any bank or



trust company;

2. To deposit or cause to be deposited in those banks or trust companies any of the funds of the Corporation;

3. To designate the person or persons authorized to draw on those accounts;

4. To authorize banks and trust companies in which the Corporation maintains accounts to accept for deposit in those accounts checks and drafts made payable to the order of the Corporation;

5. To prescribe such rules and conditions pertaining to the accounts he or she considers necessary or desirable to protect the interests of the Corporation;

6. To obtain credit for the Corporation, including open-end and other credit card arrangements, and to enter into agreements concerning the foregoing upon such terms and conditions as he or she considers necessary or desirable; and

7. To borrow money, from time to time, on behalf of the Corporation, at such rates of interest and upon such other terms and conditions as he or she considers favorable to the Corporation, and to execute the Corporation's note evidencing the amounts borrowed.

RESOLVED FURTHER, that the secretary of the Corporation is authorized to certify any standard bank, credit card, or loan resolution necessary to effectuate the foregoing authorization and to insert copies of those resolutions in the minute book of the Corporation as part of its permanent records.

#### **ORGANIZATIONAL EXPENSES**

RESOLVED, that the appropriate officers of the Corporation are authorized to pay all reasonable organizational fees and expenses of the Corporation and to reimburse any person or persons who have paid such fees and expenses on behalf of the Corporation.

#### **FISCAL YEAR**

RESOLVED, that the Corporation adopts a fiscal year ending on December 31.

#### **APPLICATION FOR TAX EXEMPT STATUS**

RESOLVED, that the Corporation may apply for tax-exempt status with the Internal Revenue Service to be considered a tax-exempt organization described in Section 501(c)(7) of the Internal Revenue Code of 1986, as amended; and

RESOLVED FURTHER, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed, on behalf of and in the name of the Corporation to take all actions necessary in order to implement such application for tax-exempt status, including, but not

**COUNTERPARTS**

RESOLVED, that this consent may be executed in one or more counterparts, each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same consent, and this consent may be effected by a written facsimile or electronic signature of each of the undersigned.

17 MAY 26 AM 7:51