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JUN 20 2018

FILED
18 JUN 19 AM 9:37
ST. JAMES STATE
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sail Sarasota, Inc.

DOCUMENT NUMBER: N1700012482

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Peter J. Daley, Incorporator and Secretary, Treasurer

Name of Contact Person

Sail Sarasota, Inc.

Firm/ Company

1717 Ken Thompson Parkway

Address

Sarasota, FL 34236

City/ State and Zip Code

Raymond.Markham@att.net

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

For further information concerning this matter, please call:

Raymond Markham at (941) 388-2355
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☒ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

#12126

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 1, 2018

PETER J DALEY
1717 KEN THOMPSON PKWY
SARASOTA, FL 34236

SUBJECT: SAIL SARASOTA, INC.
Ref. Number: N17000012482

We have received your document for SAIL SARASOTA, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

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

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 718A00011416

RECEIVED
18 JUN 19 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: SAIL SARASOTA, INC.

DOCUMENT NUMBER: N17000012482

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

RAYMOND MARKHAM

(Name of Contact Person)

SAIL SARASOTA, INC.

(Firm/ Company)

1717 KEN THOMPSON PARKWAY

(Address)

SARASOTA, FL 34236

(City/ State and Zip Code)

MANAGER@SARASOTASAILINGSQUADRON.ORG

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

For further information concerning this matter, please call:

RAYMOND MARKHAM

941

388-2355

28

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$2.50 Filing Fee
☐ Certificate of Status
☐ Certified Copy
 (Additional Copy is
 Enclosed)

Mailing Address

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

Street Address

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

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SAIL SARASOTA INC.

18 JUN 19 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Non-Profit Corporation

These articles of incorporation are signed by the incorporators for forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME

The name of this corporation is Sail Sarasota, Inc. The principal office and the mailing address of the corporation is 1717 Ken Thompson Parkway, Sarasota, FL 34236

ARTICLE II. - PURPOSE

The corporation is organized to use TO PROMOTE SAILING AND NON-MOTORIZED WATER SPORTS WITH INSTRUCTION AND EDUCATIONAL ACTIVITIES. THESE ACTIVITIES WILL INCLUDE SAILING, SEAMANSHIP, NAVIGATION, WATER SAFETY, RACING, REGATTAS, RACE MANAGEMENT, RECREATION AND SPORTSMANSHIP FOR THE COMMUNITY. The corporation shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to:

(a) Conducting its affairs, carrying on its operations, and having offices and exercising the powers granted by the Florida Not for Profit Corporation Act in any state or in any foreign country;

(b) Conducting educational, training, leadership development and mentoring programs;

(c) Administering for charitable purposes property donated to the corporation;

(d) Distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;

(e) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, religious or educational organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under §501(a);

(f) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and

(g) Engaging in all lawful activities necessary or desirable for the accomplishment of any of the above described powers.

ARTICLE III. - MEMBERSHIP

The corporation shall have no members.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors and no more than 9 directors. The board of directors shall be elected or appointed as provided in the bylaws. The board of directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and office of this corporation shall Sarasota Sailing Squadron located at 1717 Ken Thompson Parkway, Sarasota, FL 34236. Raymond E. Markham Jr. is the registered agent.

ARTICLE VII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but 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 Article II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section 501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of

statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify the incorporator and any director or officer, or any former director or officer, to the full extent permitted by law.

ARTICLE IX. - INCORPORATORS

The name and address of the incorporator are as follows:

Peter J. Daley
1717 Ken Thompson Parkway
Sarasota, FL 34236

ARTICLE X. - OFFICERS

The corporation shall be governed by a president, vice president, secretary, treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws. The initial officers and /or directors of the corporation are:

David Jennings-President
1717 Ken Thompson Parkway
Sarasota, FL 34236

Raymond E. Markham Jr.-Vice President
1717 Ken Thompson Parkway
Sarasota, FL 34236

Peter J. Daley-Secretary, Treasurer
1717 Ken Thomson Parkway
Sarasota, FL 34236

ARTICLE XI - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by a two-thirds vote of the board of director's present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Article VII.

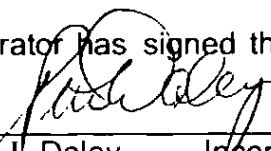
ARTICLE XIII - DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or such charitable organization or organizations described in Section 501(c)(3) of the Code as the court shall select.

ARTICLE XIV - DEFINITIONS

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contributions to which are deductible under Section 170(c) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on May 22, 2018



Peter J. Daley. Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles, 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.

DATED: May 22, 2018


Raymond E. Markham Jr.

MAY 22, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

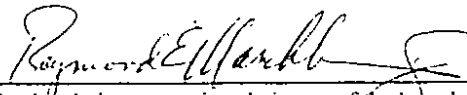
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated MAY 22, 2018 _____

Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

RAYMOND MARKHAM

(Typed or printed name of person signing)

Vice President, SAIL SARASOTA, INC.

(Title of person signing)