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**FLORIDA PROFIT/NON PROFIT CORPORATION  
GRANDE SKYCLUB, INC.**

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**ARTICLES OF INCORPORATION  
OF  
GRANDE SKYCLUB, INC.**

The undersigned incorporator, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, certifies and acknowledges the following:

**ARTICLE I. NAME**

The name of the Corporation Not for Profit shall be **GRANDE SKYCLUB, INC.** ("Corporation").

**ARTICLE II. DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be designated by the Corporation's Board of Directors, and may be amended from time to time, and shall initially be 3350 Freeman Lane, Melbourne, Florida 32904.

**ARTICLE IV. PURPOSE**

The Corporation is organized exclusively for pleasure, recreation and other non-profit purposes within the meaning of §501(c)(7) of the *Internal Revenue Code*, as may be amended.

**ARTICLE V. MEMBERS**

The Initial members of the Corporation (the "Members") shall be:

**John MacDonald**  
3350 Freeman Lane,  
Melbourne, Florida 32904

**Robert McBride**  
3350 Freeman Lane,  
Melbourne, Florida 32904

The Members' interest in the Corporation will not be certificated, are non-divisible and shall be non-transferable except with the consent of all Members. The Members shall have no voting rights except (i) the election and removal of Directors; (ii) approval of the plan of dissolution pursuant to Article X hereof; (iii) approval of any conversion, merger or

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acquisition of the Corporation; (iv) transfers of Member's Interests in the Corporation; (v) addition of new Members; and (vi) any amendment to these Articles of Incorporation. To the extent entitled to vote hereunder, each Member shall be entitled to cast one vote.

#### **ARTICLE VI. ELECTION OF CORPORATE DIRECTORS**

The Directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation and pursuant to Florida law. The number of Directors shall be three and the Initial Directors shall be:

**John MacDonald**  
3350 Freeman Lane,  
Melbourne, Florida 32904

**Robert McBride**  
3350 Freeman Lane,  
Melbourne, Florida 32904

**John Thomas MacDonald, III**  
3350 Freeman Lane,  
Melbourne, Florida 32904

#### **ARTICLE VII. POWERS**

The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with Chapter 617, *Florida Statutes*, with the following limitations within the meaning of §501(c)(7) of the *Internal Revenue Code*, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

3. The Corporation shall be managed by the Board of Directors for the benefit of the Corporation's members. Each member of the Corporation shall be approved by the Board of Directors and is required to be an individual, and may not be a corporation, limited liability company, partnership, trust, or any other type of entity.

4. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude

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reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount or for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

5. Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, to the fullest extent available under applicable law and otherwise as is provided for in the By-Laws of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

6. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of a majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

#### **ARTICLE VIII. MEETINGS**

The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all Directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all Board Members agree.

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**ARTICLE IX. INCORPORATOR**

The names and address of the Incorporator is: John MacDonald, 3350 Freeman Lane, Melbourne, Florida 32801.

**ARTICLE X. DISSOLUTION**

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed to the Members in accordance with a plan of dissolution to be approved by the Members in accordance with Florida law.

**ARTICLE XI. REGISTERED AGENT AND OFFICE**

The Initial Registered Agent and Registered Office of the Corporation re: Rossway Swan Tierney Barry Lacey & Oliver, P.L., Attention: Kevin M. Barry, Partner, 2101 Indian River Boulevard, Suite 200, The Modern One Building, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal on this 4 day April, 2018.

By:

  
John MacDonald, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been appointed the Registered Agent of PLANESENSE, INC., and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment 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 this 4 day of April, 2018.

ROSSWAY SWAN TIERNEY BARRY LACEY &  
OLIVER, P.L.

By:

  
Kevin M. Barry, Manager

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