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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ST. AUGUSTINE YACHT CLUB SAILING CENTER, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ST. AUGUSTINE YACHT CLUB SAILING CENTER, INC.  
A Florida Not for Profit Corporation  
DOCUMENT NUMBER: N20000002735**

On March 4, 2020, St. Augustine Yacht Club Sailing Center, Inc. filed Articles of Incorporation (the "Articles"), which were effective as of March 3, 2020. By unanimous agreement of the directors, St. Augustine Yacht Club Sailing Center, Inc. now wishes to amend and restate the Articles as set forth below. The restatement was adopted by the board of directors. Accordingly, the undersigned wish to amend and restate the Articles in their entirety, by adopting the following new Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be: **St. Augustine Yacht Club Sailing Center, Inc.** (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

442 Ocean Vista Avenue  
St. Augustine, Florida 32080

**ARTICLE III  
PURPOSES, REQUIREMENTS AND LIMITATIONS**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, educational, and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"). More specifically, the Corporation shall: (i) develop, maintain and conduct low-cost educational programs designed to teach boating and marine-related skills, safety at sea, and environmental stewardship, primarily to local youth, through the operation of a boating center and (ii) shall take such other actions as shall be necessary to properly pursue such purposes.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these Amended and Restated Articles, the 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)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code: (a) the Corporation's income, and to the extent income is insufficient, principal for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the Corporation is a "private operating foundation," in which case, Section 4942 of the Code is not applicable during such tax year), and (b) the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE IV** **DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes as described in Section 501(c)(3) of the Code.

#### **ARTICLE V** **ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent are:

St. Augustine Yacht Club, Inc.  
442 Ocean Vista Avenue  
St. Augustine, Florida 32080

**ARTICLE VII**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles by a vote of two-thirds (2/3) of the directors inclusive of the vote of the individual currently serving as the Fleet Captain of the St. Augustine Yacht Club, Inc., a Florida Not For Profit Corporation.

**ARTICLE VIII**  
**INCORPORATOR**

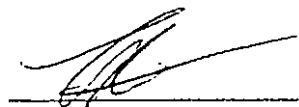
The name and address of the Incorporator are:

St. Augustine Yacht Club, Inc.  
442 Ocean Vista Avenue  
St. Augustine, Florida 32080

**ARTICLE IX**  
**DATE OF ADOPTION**

The Amended and Restated Articles of Incorporation were adopted the 22<sup>nd</sup> day of March, 2023 by resolution of the board of directors of the Corporation. The number of votes cast for the new Articles of Incorporation by the directors was sufficient for approval.

The President affirms the facts stated in this document are true as of the 22<sup>nd</sup> day of March, 2023.



Justin C. Muller, President

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

St. Augustine Yacht Club Sailing Center, Inc., a Florida not for profit corporation, desiring to organize or qualify under the laws of the State of Florida, hereby designates St. Augustine Yacht Club, Inc. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 442 Ocean Vista Avenue, St. Augustine, Florida 32080.

DATED this 22<sup>nd</sup> day of March, 2023.

By: 

Justin C. Muller, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for St. Augustine Yacht Club Sailing Center, Inc., a Florida not for profit corporation, at the place designated in these Amended and Restated Articles, St. Augustine Yacht Club Sailing Center, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. St. Augustine Yacht Club Sailing Center, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and St. Augustine Yacht Club Sailing Center, Inc. is familiar with and accepts the obligations of its position as registered agent.

DATED this 22<sup>nd</sup> day of March, 2023.

ST. AUGUSTINE YACHT CLUB, INC.

By: 

Justin C. Muller, Commodore