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FLORIDA PROFIT/NON PROFIT CORPORATION
Flagler Sportsfishing Foundation, Inc.

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ARTICLES OF INCORPORATION FOR
FLAGLER SPORTSFISHING FOUNDATION, INC.
(A Corporation Not for Profit)

Pursuant to the provisions of Sections 617.0202, 617.1002, 617.1006, and 617.1007 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts these Articles of Incorporation, to wit:

ARTICLE I. NAME

The name of this corporation shall be FLAGLER SPORTSFISHING FOUNDATION, INC., a Florida not for profit corporation.

ARTICLE II. ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be 28 Marbella Court, Palm Coast, Florida 32137. The Board of Directors from time to time may move the principal location to any other address in the region.

ARTICLE III. PURPOSES

The organization is organized exclusively for charitable, scientific, and educational purposes, under Section 501 (c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code; including, for such purposes, the making of distributions to the Flagler County Sportfishing Club, Inc., a charitable organization as recognized by applicable provisions of the Internal Revenue Code, or corresponding section of any future federal tax code.

The general nature of the objects and purposes of this corporation shall be to have full power to do any and all things deemed necessary in carrying on any and all of the charitable objectives of the corporation and generally to serve as a support organization for the Flagler County Sportfishing Club, Inc., and to do anything necessary in order to promote the charitable purposes of the corporation; to promote

the sport of fishing through educational, scientific, and literary activities; to foster amateur sports competition; and to engage in any other purposes and activities consistent with Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future Federal Tax Code. In undertaking these purposes, the corporation may accept donations from the public and make distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code, or the corresponding section of any future United States Tax Code.

ARTICLE IV. POWERS

In furtherance of the purposes set forth in Article III, the Corporation shall have all of the powers and duties of a corporation organized under the Act and other applicable state statutes, including, but not limited to, the power to raise and expend funds for research, training, education and the promotion of the amateur sport fishing on a local, state, or regional basis.

The powers stated herein shall be construed as purposes as well as powers, and the matters expressed in any clause shall not be limited by reference to or inference from the terms of any other, but shall be regarded as independent purposes and powers; and the enumeration of specific purposes and powers shall not be construed to limit or restrict the meaning of general terms of the general powers; nor shall the express of one thing be deemed to exclude another not expressed, although it be of like nature.

Notwithstanding any other provision, these Articles, the Bylaws of the corporation or any other governing document, if any, shall not permit the corporation to conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulation as they now exist or as they may hereinafter be amended, or by any organization,

contributions to which are deductible under Section 170(c)(2) of such code and regulation as they now exist or as they may hereafter be amended.

ARTICLE V. NON-MEMBER ORGANZIATION

The corporation shall be a non-member organization and the governing Board of Directors shall be those chosen or appointed by the Flagler County Sportfishing Club, Inc.

ARTICLE VI

TAX RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees or officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make reimbursement for expenses incurred in connection with the business or activities of the corporation. For any period with respect to which the corporation is a foundation as defined in Section 509(a)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law), it shall:

A. Distribute income for each such period at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law.

B. Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law.

C. Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or the corresponding provisions of

any future US Internal Revenue law.

D. Not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law; and

E. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or the corresponding provisions of any future US Internal Revenue law.

ARTICLE VII. OFFICERS

The officers of the corporation, until changed, shall be:

PRESIDENT: JACK "CHRIS" CHRISTIAN
28 Marbella Court
Palm Coast, FL 32137

SECRETARY: CAROL CARTER
27 Pinwheel Lane
Palm Coast, FL 32164

VICE PRESIDENT: PETER BESSETTE
17 Clarendon Court, South
Palm Coast, FL 32137

TREASURER: DARLA ALLISON
133 Cimarron Drive
Palm Coast, FL 32137

ARTICLE VIII. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. The number of Directors may be increased or decreased by the Board of Directors, but shall never be less than three nor more than thirty.

Members of the Board of Directors shall be chosen or appointed by the Board of the Flagler County Sportfishing Club, Inc.

The following are the members of the Board of Directors, until changed:

JACK "CHRIS" CHRISTIAN
28 Marbella Court
Palm Coast, FL 32137

CHUCK RADLOFF
5 Crow Court
Palm Coast, FL 32137

CAROL CARTER
27 Pinwheel Lane
Palm Coast, FL 32164

RON GARNEY
10 Wood Drive
Palm Coast, FL 32137

PETER BESSETTE
17 Clarendon Court, South
Palm Coast, FL 32137

DEBORAH McGRIFF
89 Well Water Drive
Palm Coast, FL 32137

DARLA ALLISON
133 Cimarron Drive
Palm Coast, FL 32137

ARTICLE IX. BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended as provided by Florida law.

ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall only 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 a public purpose.

ARTICLE XII. RESIDENT AGENT

The Resident Agent for this corporation shall be: TIMOTHY J. CONNER, 4488 North Oceanshore Boulevard, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

ARTICLE XIII. INDEMNIFICATION

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which they may become involved by reason of being or having been a Director or Officer at the time said expenses are incurred.

ARTICLE XIV. INCORPORATOR

The name and business address of the Incorporator of this corporation is as follows:

TIMOTHY J. CONNER
4488 North Oceanshore Boulevard
Palm Coast, Florida 32137

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of OCTOBER, 2021.

Timothy J. Conner, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

Timothy J. Conner
Registered Agent

2021 OCT 25 AM 8:36

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me by means of X physical presence or ☐ online notarization, this 25th day of Oct, 2021, by **TIMOTHY J. CONNER**, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC
My Commission Expires: 07/30/2025

REGINA GUTIERREZ
MY COMMISSION EXPIRES JULY 30, 2025
HH 158294
Bonded thru Notary Public Underwriters
NOTARY PUBLIC, STATE OF FLORIDA

October 25, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TAX SECRETS

SUBJECT: EBENEZER SOLUTIONS USA LLC
REF: W21000140563

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

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

There are lines running through the Articles.

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 III

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