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## FLORIDA PROFIT/NON PROFIT CORPORATION DUCK KEY FISHING CLUB, INC.

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**ARTICLES OF INCORPORATION  
OF  
DUCK KEY FISHING CLUB, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I  
NAME AND ADDRESS**

The name of this corporation is DUCK KEY FISHING CLUB, INC. (the "Corporation")  
The address for the Corporation is 427 Harbour Dr., Duck Key, FL 33050.

**ARTICLE II  
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

**ARTICLE III  
DURATION**

The duration of the Corporation is perpetual. In accordance with the laws of the State of Florida, the date when corporate existence shall commence on the date of filing these Articles of Incorporation.

**ARTICLE IV  
PURPOSES**

The Corporation is formed as a not-for-profit corporation for any lawful purposes not expressly prohibited under the Florida Not-For-Profit Corporation Act, and shall operate exclusively for charitable, religious, literary, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent such activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of the Corporation are:

1. To establish, foster and promote charitable, scientific and educational activities related to preservation and conservation of various fish species and fish habitats, and to

promote compliance with fishing regulations and conservation techniques.

2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

3. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

4. The Corporation is not organized for any purpose contrary to Section 501(c)(3), Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V NON-PROFIT NATURE

##### Prohibited Distributions:

The Corporation is organized exclusively for charitable, religious, literary, educational and scientific purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that 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 herein. The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its charitable, religious, literary, educational and scientific purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles of Incorporation.

##### Prohibited Activities:

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the Corporation's activities shall be the carrying on for propaganda, or otherwise attempting to influence legislation, and the

Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Personal Liability:

No officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

Dissolution:

Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Corporation hereunder shall be selected by the discretion of a majority of the managing body (being the Board of Directors) of the Corporation and if its members or Directors as applicable cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE VI  
MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Board of Directors and shall have the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follow:

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1. ROBERT L. WILLIAMSON, 427 Harbour Dr., Duck Key, FL 33050.
2. TERRY E. WOMBLE, 306 East Seaview Dr., Duck Key, FL 33050.
3. WILLIAM (BILL) L. BLOODWORTH, 7480 SW 170 Terrace, Palmetto, Bay, FL 33157.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 427 Harbour Dr., Duck Key, FL 33050, and the name of its initial Registered Agent at that address is Robert L. Williamson. The mailing address of the Corporation is 427 Harbour Dr., Duck Key, FL 33050.

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of the Directors constituting the initial Board of directors is three (3). The number of Directors may be increased or decreased from time to time accordance with the Bylaws, but shall never be less than three (3). The manner in which the directors are to be elected or appointment shall be specified in the Bylaws.

The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follow:

1. ROBERT L. WILLIAMSON, 427 Harbour Dr., Duck Key, FL 33050.
2. TERRY E. WOMBLE, 306 East Seaview Dr., Duck Key, FL 33050.
3. WILLIAM (BILL) L. BLOODWORTH, 7480 SW 170 Terrace, Palmetto, Bay, FL 33157.

#### ARTICLE IX OFFICERS

The Officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such other Officers as may be provided by the Bylaws. Each Officer shall be elected by the Members at such time and in such manner as may be prescribed by the Bylaws. The name and address of the Initial Officers are as follows:

President:	ROBERT L. WILLIAMSON, 427 Harbour Dr., Duck Key, FL 33050.
Secretary:	TERESA E. WILLIAMSON, 427 Harbour Dr., Duck Key, FL 33050.
Treasurer:	TERESA E. WILLIAMSON, 427 Harbour Dr., Duck Key, FL 33050.

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ARTICLE X  
INCORPORATORS

The name and address of the Incorporator is Robert L. Williamson, 427 Harbour Dr., Duck Key, FL 33050.

ARTICLE XI  
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by recommendations from the Board of Directors with majority approval by all Voting Members.

ARTICLE XII  
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII  
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV  
NON-STOCK BASIS

The Corporation is organized on non-stock basis. The Corporation shall not issue shares of stock.

ARTICLE IV  
POWERS

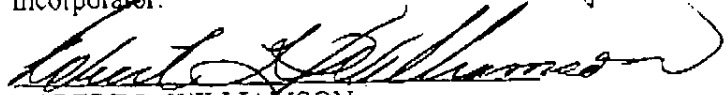
The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles of Incorporation; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further United States

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Internal Revenue Code.

In Witness Whereof, the undersigned Incorporator has signed these Articles of Incorporation of DUCK KEY FISHING CLUB, INC., on this 7 day of December, 2021.

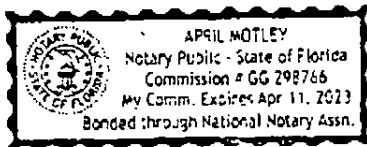
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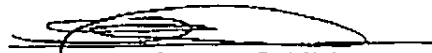
  
ROBERT L. WILLIAMSON

State: Florida County of Monroe

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared personally appeared by means of ☒ physical presence ☐ online notarization, ROBERT L. WILLIAMSON, the above Signor and Incorporator, before me known to be the persons described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand official seal in the County and State named above this 7 day of December, 2021.



  
(Signature of Notary Public)

(Print, Type, or Stamp Commissioned Name of Notary Public)


2021 DEC 13 11:06:31  
NOTARY PUBLIC

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OR PROCESS WITHIN FLORIDA.**  
**NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:  
DUCK KEY FISHING CLUB, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 427 HARBOUR DR., DUCK  
KEY, FL 33050, HAS NAMED ROBERT L. WILLIAMSON, WHOSE PHYSICAL ADDRESS  
IS 427 HARBOUR DR., DUCK KEY, FL 33050, AND WHOSE MAILING ADDRESS IS 427  
HARBOUR DR., DUCK KEY, FL 33050, AS ITS REGISTERED AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

  
ROBERT L. WILLIAMSON  
President and Director

Dated: December 7, 2021

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS  
FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I AM FAMILIAR  
WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION, AND I FURTHER AGREE  
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

  
ROBERT L. WILLIAMSON  
Registered Agent

Dated: December 7, 2021

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