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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. O'KEEFE

JAN 18 2022

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Bonefish Bonnies, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Abigail Watts-FitzGerald

Name (Printed or typed)

2800 Ponce de Leon Boulevard, Suite 1400

Address

Coral Gables, Florida 33134

City, State & Zip

305-978-8521

Daytime Telephone number

awf@wattsfitz-law.com

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
BONEFISH BONNIES, INC.
(A Florida Not For Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not for Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

ARTICLE I – ORGANIZATION

1.1 Name: This Corporation, formed under the Act, shall be known as BONEFISH BONNIES, INC. (the "Corporation").

1.2 Office: The initial principal office and mailing address of the Corporation shall be at 4 South Road, Key Largo, Florida 33037-3729, or at such place or places as the Board of Directors may from time to time designate.

ARTICLE II – PURPOSES

The Corporation is not-for-profit corporation, which is to be organized as a 501(c)(3) organization and shall be operated exclusively as a social and recreation club as described in Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"), for pleasure, recreation and other nonprofitable purposes. The principal purpose of the Corporation is to promote and stimulate interest and participation in the sport of fishing among women in a supportive environment for the enjoyment and education of its members and personal contact among members and to carry on such other activities as are in furtherance and support of the foregoing purposes as are lawful and proper for nonprofit corporations formed under the Act and the Code. The Corporation shall also take such action as is necessary or appropriate to carry out the foregoing purposes, all consistent with the provisions of Section 501(c)(3) of the Code.

ARTICLE III – MEMBERS

The members of the Corporation and the rights thereof, including, without limitation, such qualifications, voting rights and dues, shall be set forth in the Corporation's Bylaws, as amended from time-to-time.

ARTICLE IV – BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall initially consist of no less than three (3) persons. The number of Directors may be increased or decreased from time to time in according with the Bylaws of the

Corporation, but shall never be less than three (3). The requirements for membership on the Corporation's Board of Directors and the manner and method of election of the Directors of the Corporation shall be regulated by the Bylaws of the Corporation.

ARTICLE V – MISCELLANEOUS PROVISIONS

5.1 Execution of Corporate Instruments: The Board of Directors shall designate the officers and persons who shall have authority to execute any instrument on behalf of the Corporation as set forth in the Bylaws of the Corporation.

5.2 Depositories: All moneys, securities and other valuables of the Corporation shall be deposited in the name of the Corporation in such banks or companies as the Board of Directors from time to time shall designate for such purposes, and shall be withdrawable only by check or orders signed by the signatures of such officer or officers or agents as may be designated from time to time by the Board of Directors.

5.3 Indemnification: Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all claims, fines, liabilities, suits, proceedings, arbitrations, mediations, settlements, losses, damages, costs and expenses, including, without limitation, attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as such director, officer, member, trustee, partner, agent, employee or representative, or arising out of his status as such director, officer, member of the Corporation, or trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. If any portion of this Section 6.3 is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless shall indemnify each Director and officer of the Corporation to the fullest extent permitted by all portions of this Section 6.3 that has not been invalidated and to the fullest extent permitted by law.

As the Corporation exists on dues and event fees with negligible assets other than Goodwill, the indemnification described above is limited to the ability of the Club to secure insurance to cover said indemnification, and payment by the insurer.

ARTICLE VI – AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended from time-to-time by the Board of Directors of the Corporation present at any regular or special meeting of the Board at which there is a quorum; provided, however, that at least ten (10) days notice of such proposed amendment shall have been furnished to all of the Directors.

ARTICLE VII – DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors whose mission is the conservation, rehabilitation and/or the protection of the reefs, fisheries and waters surrounding the Florida Keys.

ARTICLE VIII – REGISTERED OFFICE AND AGENT

The registered office of this Corporation is at Watts-FitzGerald Law, PLLC, 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, FL 33134 and the registered agent of this Corporation at such office is Abigail Watts-FitzGerald.

ARTICLE IX – LIMITATIONS

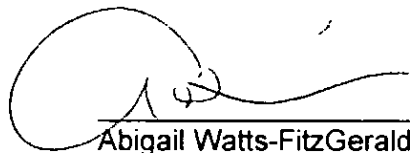
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X – INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Abigail C. Watts-FitzGerald
Watts-FitzGerald LAW, PLLC
2800 Ponce de Leon Boulevard, Suite 1400
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has executed these Articles as of the 23rd day of December, 2021.


Abigail Watts-FitzGerald, Incorporator

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2022 JAN 11 PM 5:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That, Bonefish Bonnies, Inc., desiring to organize under the laws of the State of Florida, has named Abigail Watts-FitzGerald, located at Watts-FitzGerald Law, PLLC, 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named 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 further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 23rd day of December, 2021.



Abigail Watts-FitzGerald, Registered Agent

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TALLAHASSEE, FLORIDA