

Florida Department of State  
Division of Corporations  
Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H22000425399 3)))



H220004253993ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : OLDER LUNDY & ALVAREZ  
Account Number : I20190000084  
Phone : (813)254-8998  
Fax Number : (813)839-4411

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

2022 DEC 21 AM 3:10

FILED

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: JMurphy@OLAlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
NATIONAL ASSOCIATION OF UNDERWATER  
INSTRUCTORS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

T. SCOTT  
DEC 22 2022

2022-12-21 PM 12:09

ARTICLES OF INCORPORATION  
OF  
NATIONAL ASSOCIATION OF UNDERWATER INSTRUCTORS, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned hereby incorporates a Florida not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is National Association of Underwater Instructors, Inc. (hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office of the Corporation is 9030 Camden Field Parkway, Riverview, Florida 33578, and the mailing address of the Corporation is 9030 Camden Field Parkway, Riverview, Florida 33578.

ARTICLE 3

Purpose

The Corporation is organized exclusively to promote and encourage through purposeful activity the education and training of the general public in the safety and techniques of participating in underwater activities, and not to engage in a regular business of a kind ordinarily carried on for profit, pursuant to Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FILED  
2022 DEC 21 AM 3:13  
RECORDED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

#### ARTICLE 4

##### Powers

The Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the Bylaws of the Corporation. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

The Corporation may carry on and conduct any lawful business activity in order to carry out the purpose of the Corporation and, in general, shall have and may exercise all the powers now or hereafter conferred by the laws of the State of Florida upon not-for-profit corporations, including but not limited to the power to lease, purchase, own, hold, use, encumber, and sell both real and personal property, and enjoy all rights therein wheresoever the same may be situated, and that the foregoing enumeration of specific powers shall not be held to limit, restrict, or duplicate the general powers granted this Corporation by the laws of the State of Florida.

#### ARTICLE 5

##### Board of Directors

The Corporation initially shall have nine (9) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the Bylaws of the Corporation but shall never be less than three (3). The method of appointment of directors shall be as stated in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Danny Grizzard	9030 Camden Field Parkway Riverview, Florida 33578
Kok Yew Wong	9030 Camden Field Parkway Riverview, Florida 33578
Simon Yu	9030 Camden Field Parkway Riverview, Florida 33578
Nelson P. de C. Pereira	9030 Camden Field Parkway Riverview, Florida 33578
Katie Cooper	9030 Camden Field Parkway Riverview, Florida 33578
Regina Bier	9030 Camden Field Parkway Riverview, Florida 33578
Mahmoud Zahran	9030 Camden Field Parkway Riverview, Florida 33578
Todd Shannon	9030 Camden Field Parkway Riverview, Florida 33578
Geertje Wessels	9030 Camden Field Parkway Riverview, Florida 33578

## ARTICLE 6

### Members

There shall be no capital stock of the corporation, but the Corporation shall have members. The Bylaws of the Corporation shall specify the classes of membership, the voting and other rights and privileges of the members, and a member's liability for dues or assessments and the method of collection thereof, but in no event shall the Bylaws provide for the issuance of more than one membership to any individual member.

ARTICLE 7

Incorporator

The name of the incorporator is Danny Grizzard, and the incorporator's mailing address is 9030 Camden Field Parkway, Riverview, Florida 33578.

ARTICLE 8

Registered Office and Agent

The registered office of the Corporation shall be 9030 Camden Field Parkway, Riverview, Florida 33578, and the registered agent at such address shall be Rick Lorimor.

ARTICLE 9

Duration

The Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11

Bylaws

The directors shall adopt initial Bylaws of the Corporation. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Members of the Corporation.

ARTICLE 12

Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable

to its members, directors, trustees, 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 its exempt purpose. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation that is not germane to the common interests of the Corporation's members, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

#### ARTICLE 13

##### Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations that promotes or carries out substantially the same exempt purpose of the Corporation as selected by the Board of Directors in its sole discretion. 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 exempt purposes within the meaning of 501(c)(6) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes, or to the federal government, or to a state or local government, for a public purpose, as said court shall determine.

\* \* \*

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of the Corporation has executed these Articles of Incorporation this 5th day of December, 2022.

Review and Sign

12/5/22, 11:08 AM

NATIONAL ASSOCIATION OF  
UNDERWATER INSTRUCTORS, INC.

By:

Name:

Title:



Danny Grizzard

Chairman of the Board

and Incorporator

REGISTERED AGENT CERTIFICATE

Having been named as registered agent to accept service of process for National Association of Underwater Instructors, Inc. at the place designated in the Articles of Incorporation, I hereby accept appointment as its agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as registered agent.

Dated this 3 day of December, 2022.

Ricky D. Lorimar  
Rick Lorimar, Registered Agent