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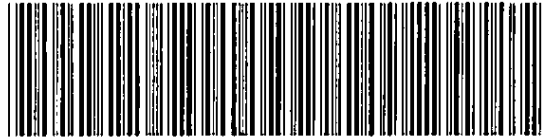
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S. CHATHAM  
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S. CHATHAM



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Account#: 120000000088

Date: 03/27/2023

Name: Merritt Walker

Reference #: 1943164

Entity Name: PELICAN BAY SAILING SCHOOL, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$78.75

Signature: *mw*

**ARTICLES OF INCORPORATION  
OF  
PELICAN BAY SAILING SCHOOL, INC.**

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SECRETARY OF STATE

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**Name**

The name of the Corporation is: **PELICAN BAY SAILING SCHOOL, INC.**

**ARTICLE II**

**Principal Office and Address**

The initial street address of the principal office and initial mailing address of the Corporation is: 6585 Nicholas Blvd. #1401, Naples, Florida 34108.

**ARTICLE III**

**Duration**

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles of Incorporation by the Department of State.

**ARTICLE IV**

**Purpose**

The Corporation is formed exclusively for charitable and educational purposes, specifically to foster and promote amateur sailing by providing sailing and nautical instruction to youth and adults for the benefit of the greater Naples Florida community, and to engage in all lawful activities, including those which are not otherwise stated in these Articles of Incorporation, which are incidental or conducive to the accomplishment of the above-stated purposes.

**Restrictions on Corporate Purpose**

(1) Notwithstanding any other provision of these Articles of Incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Code Section 501(c)(3) and shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income taxation under Code Section 501(c)(3) or (b) contributions to which are deductible under Code Section 170(c)(2).

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial

part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(3) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(7) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(8) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(9) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of its assets exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a State Court of the county in which the principal office of the Corporation is then located having appropriate subject matter jurisdiction, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE V**  
**Registered Office and Agent**

The initial street address of the Corporation's registered office is: 6585 Nicholas Blvd. #1401, Naples, Florida 34108. The initial registered agent for the Corporation at that address is Lawrence E. King.

**ARTICLE VI**  
**Incorporators**

The name and street address of the Incorporator signing these Articles of Incorporation is:

Name	Address
Lawrence E. King	6585 Nicholas Blvd. #1401, Naples, Florida 34108

**ARTICLE VII**  
**Indemnification**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**ARTICLE VIII**  
**Election of Directors**

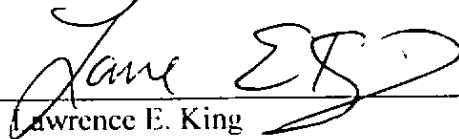
The manner in which the directors are elected or appointed is as stated in the Bylaws of the Corporation.

**ARTICLE IX**  
**Initial Directors**

The names and addresses of the persons constituting the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Lawrence E. King	6585 Nicholas Blvd. #1401, Naples, Florida 34108
Spencer Marcantonio	1100 Pine Ridge, Ste B205, Naples, Florida 34106
Randall Vogt	6101 Pelican Bay Blvd. #902, Naples, Florida 34108

IN WITNESS WHEREOF, I have subscribed my name as of the 20 day of March,  
2023.

  
\_\_\_\_\_  
Lawrence E. King  
Incorporator

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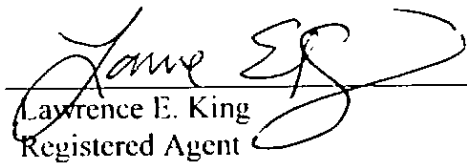
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SECRETARY OF STATE  
OFFICE OF THE CLERK

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated as of the 20 day of March, 2023.

  
\_\_\_\_\_  
Lawrence E. King  
Registered Agent

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