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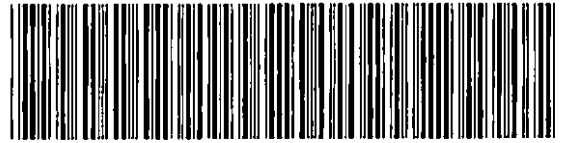
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## COVER LETTER

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

**SUBJECT:** E W Sudduth Foundation, 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:** Robert Fisher

Name (Printed or typed)

400 Barataria Lane

Address

Fort Walton Beach Florida 32547

City, State & Zip

850-978-7733

Daytime Telephone number

RAF32547@gmail.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 THE**  
**E W SUDDUTH FOUNDATION, INC.**

**ARTICLE I – NAME**

This corporation shall be known as the **E W SUDDUTH FOUNDATION, INC.** a Florida Not For Profit Corporation and will conduct business as the SUDDUTH FOUNDATION. The effective date of the Corporation is January 1, 2024.

**ARTICLE II – ADDRESS**

The principal place of business and mailing address of this Corporation is 1500 Lewis Turner Boulevard, Fort Walton Beach, Florida 32547. The Corporation Email address is RAF32547@gmail.com

**ARTICLE III – PURPOSE AND OBJECTIVES**

The purpose of the Corporation is to raise, receive and maintain a monetary fund or funds from gifts, events, endowments, grants and donations of real or personal property and apply the resulting income to the following objectives:

1. Educate and train persons in the safe use of sail boats and power boats upon the coastal waters of the Gulf of Mexico, Choctawhatchee Bay and associated inland waterways.
2. Promote, educate and encourage competitive sailboat racing for local high school students, college students and other persons interested in the sport.
3. Support the Emerald Coast Sailing Association, a 501(c)3 organization, and its program to provide youth sailing camps each summer at the Fort Walton Yacht Club and other locations.
4. Offer swimming lessons and water safety instruction to member families and others;
5. Host, sponsor and manage national, regional and local sailing regattas held at the Fort Walton Yacht Club.
6. Conduct sailing and fishing events for disabled veterans and other handicapped persons.
7. Repair or replace structures, boats and equipment used to support the above activities.

**ARTICLE IV – DIRECTORS**

1. The Board of Directors shall manage the affairs of the Corporation. The number of Directors shall be not less than three (3) members or more than nine (9) members at any given time. The Directors shall monitor all activities to assure that they are consistent with the above objectives in ARTICLE III and meet the IRS requirements for a 501(c)3 organization.

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2. The initial Board of Directors shall be appointed by the Incorporator from a group of persons volunteering to serve. The terms of service will be divided among the Directors in staggered one, two and three year terms. The initial Directors are:

One year – Ray Dewrell 124 Miracle Strip Pkwy SW #1402 Fort Walton Beach, FL 32548

Two year – Dann Mattiza 124 Miracle Strip Pkwy SW #1501 Fort Walton Beach, FL 32548

Three year – Craig Wilusz 129 Ferry Road NE Fort Walton Beach, FL 32548

3. Directors may be removed from office by a two thirds (2/3) majority vote of the Board. Vacancies in Director positions shall be filled by the majority vote of the Board with the new Director serving the remaining term of the vacated position.

4. The duties, powers, term of office and the method of election of the Directors is set forth in the Bylaws. The Bylaws may be made, altered or rescinded by a two thirds (2/3) majority vote of the Directors.

#### **ARTICLE V – OFFICERS**

1. The Board of Directors shall elect the Officers of the corporation at their annual meeting. The Officer positions are President, Vice President, Secretary and Treasurer. One Officer may hold more than one officer position.

2. The duties, powers, term of office and the method of election of the Officers are set forth in the Bylaws.

#### **ARTICLE VI – MEMBERS**

1. The Corporation may have one or more classes of membership. One class is the Regular Members of the Fort Walton Yacht Club, Inc. who hold a fully paid Certificate. Any FWYC Member may activate their membership at any time by notifying the Secretary or a Director of this Corporation. Other classes and members must be approved by a majority vote of the Directors. No stock certificates will be issued.

2. The qualification and rights of the members are defined in the Bylaws and may be changed by a majority vote of the Directors. In order to avoid a conflict of interest or the exertion of undue influence, the elected Officers and Directors of the Fort Walton Yacht Club may not serve as a Director of this Corporation.

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#### **ARTICLE VII - MEETINGS**

1. There shall be one general membership meeting each year in November. The meeting date and agenda will be determined by the President. The primary purpose of the November meeting will be the nomination of candidates for Director and Officer positions. Written notice of these meetings and subjects to be addressed shall be mailed or Emailed to each Member not less than two (2) weeks prior to the meeting.

2. All meetings shall be conducted in accordance with Robert's Rules of Order except when in conflict with these Articles or the Bylaws. A quorum at any general Membership Meeting shall consist of a majority of the Board of Directors and at least fifteen percent (15%) of the Members. A majority of votes cast shall decide all questions properly before the meeting. Voting by mail or Email is allowed. Voting by proxy is not allowed.

#### **ARTICLE VIII – PROHIBITIONS**

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Officers, Directors or any other private persons. However, the Corporation may pay reasonable compensation for services rendered in the furtherance of objectives set forth in ARTICLE III.

2. No activities by or monetary proceeds of the Corporation shall be used to influence government legislation or promote a political campaign by any candidate for public office.

3. The Corporation shall be solely for charitable, educational and sports training and competition purposes. It will not conduct any activities that are not permitted by a Corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code.

#### **ARTICLE IX - DISSOLUTION**

1. If this Corporation fails to be recognized or fails operate as a 501(c)3 tax exempt organization, the Directors may dissolve it by a majority vote. Under any other circumstances, the Corporation may be dissolved by the unanimous vote of the Directors. Written notice of dissolution shall be given to the Division of Corporations, State of Florida.

2. Upon the dissolution of the Corporation, the Officers shall pay off all liabilities of the Corporation and then convey any remaining assets to other 501(c)3 organizations with similar purposes and objectives of this Corporation.

#### **ARTICLE X – REGISTERED AGENT**

The initial **Registered Agent** is J. Mark Fisher whose street address is 181 Eglin Parkway NE, Fort Walton Beach Florida 32548. Phone 850-244-8989.

#### **ARTICLE XI – INCORPORATOR**

The **Incorporator** of the Corporation is Robert A. Fisher whose street address is 400 Barataria Lane., Fort Walton Beach, FL 32547. Phone 850-978-7733

Having been named as **Registered Agent** to accept service of process for the above named corporation at the place designated in the certificate. I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Signed

*J. Mark Fisher*

Date

11/21/2023

J. Mark Fisher

State of Florida

County of Okaloosa

On this 21 day of November, 2023, before me the undersigned, J. Mark Fisher, personally appeared and is known to me to be the person whose name is subscribed to in this instrument and that he has executed this document for the purposes herein contained.

WITNESSTH my hand and official seal in the State and County stated above this

21 day of November, 2023.

*Sandra O. Duh*



As the **Incorporator**, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes as third degree felony as provided for in Florida Statute 817.155.

Signed

*Robert A. Fisher*

Date

11-21-2023

Robert A. Fisher

State of Florida

County of Okaloosa

On this 21 day of November, 2023, before me the undersigned, Robert A. Fisher, personally appeared and is known to me to be the person whose name is subscribed to in this instrument and that he has executed this document for the purposes herein contained.

WITNESSTH my hand and official seal in the State and County stated above this

21 day of November, 2023.

*Sandra O. Duh*

