

N23000015112

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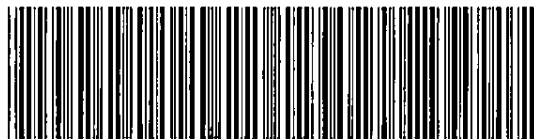
(Business Entity Name)

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03/20/24--01013--018 **43.75

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R. HUNT
03/20/24

COVER LETTER

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

FILED
JUN 11 2019

SUBJECT: E.W. SUDOUTH FOUNDATION, INC.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 Filing Fee
☒ \$43.75 Filing Fee
& Certificate of Status

☐ \$43.75 Filing Fee
& Certified Copy
☐ \$52.50 Filing Fee,
Certified Copy
& Certificate of
Status

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 document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation is: E W Sudduth Foundation, Inc.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows:

See attached amended Articles of Incorporation. ALL AMENDMENTS
ARE INCLUDED THERE IN.

Document # N23000015112

FILED
JUN 21 2019
CLERK OF COURT

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|--------------------------------------|--------------|----------------------|-----------------------------|
| 1) <u> </u> Change | <u>D</u> | <u>Ray Dewrell</u> | <u>124 Miracle Strip Pk</u> |
| <u> </u> Add | | | <u>Fort Walton Beach</u> |
| <u>XX</u> Remove | | | <u>FL 32548</u> |
| 2) <u> </u> Change | <u>P</u> | <u>Robert Fisher</u> | <u>400 Barataria Lane</u> |
| <u>XX</u> Add | | | <u>Fort Walton Beach</u> |
| <u> </u> Remove | | | <u>FL 32547</u> |
| 3) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | <u> </u> |
| <u> </u> Remove | | | <u> </u> |
| 4) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | <u> </u> |
| <u> </u> Remove | | | <u> </u> |
| 5) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | <u> </u> |
| <u> </u> Remove | | | <u> </u> |
| 6) <u> </u> Change | <u> </u> | <u> </u> | <u> </u> |
| <u> </u> Add | | | <u> </u> |
| <u> </u> Remove | | | <u> </u> |

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: No change from original filing

Address: _____

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

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document:

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

☐ The amendment(s) is/are being filed pursuant to s. 607.0120(11)F, F.S.

The date of each amendment(s) adoption is: January 9, 2024
if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

"The number of votes cast for the amendment was/were sufficient for approval by

2/3 majority vote

(voting group)

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: January 9, 2024

Signature: Robert A. Fisher
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Robert a. Fisher

(Typed or printed name of person signing)

President

(Title of person signing)

2024 JAN 9 PM 2:19

ARTICLES OF INCORPORATION
OF THE
E W SUDDUTH FOUNDATION, INC.

AMENDED 9 Jan 2024

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 Organization is 1 Jan 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.

**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 local coastal waters and associated inland waterways.
2. Promote, educate, and encourage competitive sailboat racing for local students and other persons interested in the sport.
3. Support the Emerald Coast Sailing Association, a 501(c)(3) organization.
4. Offer swimming lessons and water safety instruction.
5. Host, sponsor and manage national, regional, and local sailing regattas.
6. Host, sponsor and manage sport fishing tournaments.
7. Conduct sailing and fishing events for disabled veterans and other handicapped persons.
8. 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.

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 - Dann Mattiza 124 Miracle Strip Pkwy SW #1501
Fort Walton Beach FL 32548

Two year - Robert Fisher 400 Baratania Lane
Fort Walton Beach FL 32547

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 are 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 as approved by a two thirds (2/3) majority vote of the Directors. No stock certificates will be issued.

2. The qualification and rights of the members are defined by the Bylaws and may be changed by a two thirds (2/3) majority vote of the Directors.

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 positions.

Written notice of these meetings shall be mailed or Emailed to each Member not less than ten (10) days 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 to 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 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.

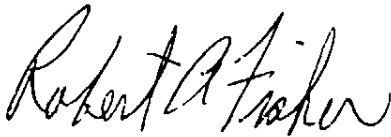
ARTICLE XI - INCORPORATOR

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

ARTICLE XII - AMENDMENTS

A Record of Changes to the Articles of Incorporation shall be entered into Appendix B of the Bylaws.

Changes to the Articles of Incorporation, dated 9 Jan 2024 are submitted by:



Robert A. Fisher, Director/ President



Dann D. Mattiza, Director/Secretary

FILED
JAN 24 2024
FORT WALTON BEACH, FL