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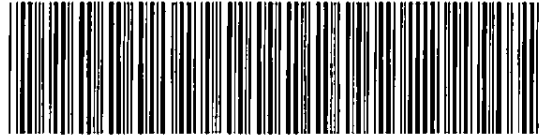
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Name:	Kings Point Pottery Club, Inc
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Thank you!

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**KINGS POINT POTTERY CLUB, INC.
ARTICLES OF INCORPORATION**

The undersigned, acting as the incorporator of Kings Point Pottery Club, Inc., under Chapter 617 of the Florida Not For Profit Corporation Act, which is intended to be recognized as tax-exempt under section 501(c)(7) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "*Code*"), submits the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be Kings Point Pottery Club, Inc. (the "*Corporation*"), a Florida not for profit corporation.

**ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business and mailing address of the Corporation shall be Kings Point Pottery Club, Inc., c/o Kings Point North Clubhouse, 1900 Clubhouse Drive, Sun City Center, Florida 33573.

**ARTICLE III
PURPOSE**

3.1 General Purposes. The Corporation is organized and operated exclusively for pleasure, recreation, and other nonprofitable purposes within the meaning of section 501(c)(7) of the Code.

3.2 Specific Purposes. Without limiting or expanding the foregoing, the purpose of the Corporation is to afford its members opportunities for all forms of pottery-making and to meet the creative and expressive needs of its members by providing tools equipment, materials, and a studio. In furtherance of that purpose, the Corporation may engage in any and all activities that may be incidental or reasonably necessary to achieving that purpose. The preceding shall not limit the ability of the Corporation to carry out any other pleasure, recreation, and other nonprofitable purposes previously set forth in this ARTICLE III.

**ARTICLE IV
MEMBERS**

The Corporation shall have one or more classes of members as designated in its bylaws. The bylaws shall also state the qualifications and rights of members of each class and shall confer, limit, or deny the right to vote.

**ARTICLE V
BOARD OF DIRECTORS**

The affairs of the Corporation shall be governed by the board of directors of the Corporation (the "*Board*"), which will consist of such number of individuals as will be fixed by the bylaws from time to time. The qualifications to serve as a director, the rights and powers of the directors, and the manner of selection of the directors will be as specified in the bylaws of the Corporation. The terms for which the directors are to serve, and the method by which the directors are to be elected, will be stated in the bylaws.

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ARTICLE VI OFFICERS

The initial officers shall be as follows:

Name	Position	Address
Clare, Charles, F.	President	Kings Point Pottery Club, Inc., c/o Kings Point North Clubhouse, 1900 Clubhouse Drive, Sun City Center, Florida 33573
Beleher, Ralph, W.	Vice President	Kings Point Pottery Club, Inc., c/o Kings Point North Clubhouse, 1900 Clubhouse Drive, Sun City Center, Florida 33573
Schmidtknecht, Dorinda, L.	Treasurer	Kings Point Pottery Club, Inc., c/o Kings Point North Clubhouse, 1900 Clubhouse Drive, Sun City Center, Florida 33573
Major, Sarah, K.	Secretary	Kings Point Pottery Club, Inc., c/o Kings Point North Clubhouse, 1900 Clubhouse Drive, Sun City Center, Florida 33573

ARTICLE VII INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Clare, Charles, F.

Kings Point Pottery Club, Inc.
c/o Kings Point North Clubhouse
1900 Clubhouse Drive
Sun City Center, Florida 33573

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the Corporation, who is authorized to receive service of process on behalf of the Corporation, is Dorinda L. Schmidtknecht. The street address of the initial registered office of the Corporation is Kings Point Pottery Club, Inc., c/o Kings Point North Clubhouse, 1900 Clubhouse Drive, Sun City Center, Florida 33573.

ARTICLE IX RIGHTS AND RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 the purposes set forth in ARTICLE III hereof. No substantial part of the activities of the Corporation shall be the engaging in business.

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ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations, selected by the Board in its sole discretion, that are organized and operated exclusively for pleasure, recreation, and other nonprofitable purposes within the meaning of sections 501(c)(7) of the Code.

ARTICLE XI LIMIT ON LIABILITY AND INDEMNIFICATION

11.1 Definitions. For purposes of this ARTICLE XI the following definitions shall apply:

(a) *"Corporation"* means this Corporation only and no predecessor entity or other legal entity;

(b) *"expenses"* include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(c) *"legal entity"* means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(d) *"liability"* means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(e) *"predecessor entity"* means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(f) *"proceeding"* means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

11.2 Limit on Liability. In every instance in which the Florida Not For Profit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Corporation shall not be liable to the Corporation.

11.3 Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of (i) such individual's willful or intentional misconduct or a conscious disregard for the best interests of the Corporation; (ii) a transaction in which a director or officer derived an improper personal benefit; (iii) a knowing violation of the criminal law; or (iv) unlawful distributions by a member of the Board. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 11.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in

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the case of a director, as provided by law, and in the case of an officer, as provided in Section 11.4 of this ARTICLE XI; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 11.3.

11.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 11.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 11.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 11.3 of this ARTICLE XI shall be limited by the provisions of this Section 11.4.

11.5 Miscellaneous. The rights of each person entitled to indemnification under this ARTICLE XI shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this ARTICLE XI may be counsel for the Corporation. Indemnification pursuant to this ARTICLE XI shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he or she is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this ARTICLE XI or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this ARTICLE XI shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this ARTICLE XI or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this ARTICLE XI, and to this end the provisions of this ARTICLE XI are severable.

11.6 Amendments. No amendment, modification, or repeal of this ARTICLE XI shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

**ARTICLE XII
AMENDMENTS**

The Corporation reserves the right from time to time to amend or repeal any provision contained in these Articles of Incorporation pursuant to Chapter 617.1001 and 617.1002 of the Florida Not For Profit Corporation Act.

(Signature Page Follows)

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 10th day of May, 2024.



Charles F. Clare, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

WITNESSETH:

That Kings Point Pottery Club, Inc., desiring to organize under the laws of the State of Florida, has named Dorinda L. Schmidtkecht as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at Kings Point Pottery Club, Inc., c/o Kings Point North Clubhouse, 1900 Clubhouse Drive, Sun City Center, Florida 33573, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Chapter 617.0503 Florida Not For Profit Corporation Act.

Dated this 10th day of May, 2024.


Dorinda L. Schmidtkecht

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