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TAMPA ROWING CLUB SEMINOLE HEIGHTS, INC.**

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Help

Tampa Rowing Club Seminole Heights, Inc.

Articles of Incorporation

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

### TAMPA ROWING CLUB SEMINOLE HEIGHTS, INC. A FLORIDA NON-PROFIT CORPORATION

The undersigned, being Director of Tampa Rowing Club Seminole Heights, Inc., a Florida non-profit corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

First: The Articles of Incorporation were filed with the Secretary of State of Florida on July 8, 2024, Document No. N24000008061.

Second: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the directors of the Corporation. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended s herein set forth in full.

Third: The amendment(s) was/were adopted by the board of members on July 24, 2024.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of State of Florida, do hereby certify:

#### ARTICLE I. NAME

##### 1.1 Name

The name of this corporation shall be Tampa Rowing Club Seminole Heights, Inc. (hereinafter referred to as the "Corporation").

#### ARTICLE II. DURATION

##### 2.1 Duration

The period of duration of the corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

#### ARTICLE III. PURPOSE

##### 3.1 Purpose

Tampa Rowing Club Seminole Heights, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the

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Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the corporation is to promote the sport of rowing among young and adult athletes by providing educational programs, training, and opportunities for participation and competition, fostering physical fitness, teamwork, and discipline, and encouraging community involvement and support for the sport of rowing.

### **3.2 Non-Profit**

Tampa Rowing Club Seminole Heights, Inc. is designated as a non-profit corporation.

## **ARTICLE IV.** **BYLAWS**

The corporation is a not for profit corporation. The by-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the board of directors of the Corporation.

## **ARTICLE V.** **NON-PROFIT NATURE**

### **5.1 Non-profit Nature**

Tampa Rowing Club Seminole Heights, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Tampa Rowing Club Seminole Heights, Inc. inure to the benefit of, or be distributable to its members, 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 the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Tampa Rowing Club Seminole Heights, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Tampa Rowing Club Seminole Heights, Inc.

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## 5.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Tampa Rowing Club Seminole Heights, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

## 5.3 Dissolution

Upon termination or dissolution of the Tampa Rowing Club Seminole Heights, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Tampa Rowing Club Seminole Heights, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Tampa Rowing Club Seminole Heights, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Tampa Rowing Club Seminole Heights, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

## 5.4 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.1.

## 5.5 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Tampa Rowing Club Seminole Heights, Inc.

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**5.6 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VI.**  
**BOARD OF DIRECTORS**

**6.1 Governance**

Tampa Rowing Club Seminole Heights, Inc. shall be governed by its board of directors.

**6.2 Initial Directors**

The Management of the Corporation shall be vested in a board of directors of not less than three (3) directors, each of whom must be an officer, director, employee, shareholder, partner, or member of the Corporation. The board of directors will be elected, maintained, and appointed in accordance with the Corporation's by-laws.

The officers of the corporation shall be a president, a secretary, and a treasurer and may include other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors in accordance with the bylaws of the corporation.

The initial directors of the corporation shall be:

Brent York	President, Director	23247 Charleston Place Land O'Lakes, FL 34639
Kathy Drapp	Vice President, Director	23247 Charleston Place Land O'Lakes, FL 34639
Julia Zydek	Director	23247 Charleston Place Land O'Lakes, FL 34639
Ken Cyrus	Vice President, Director	23247 Charleston Place Land O'Lakes, FL 34639
James L. Bell	Treasurer, Director	23247 Charleston Place Land O'Lakes, FL 34639

Tampa Rowing Club Seminole Heights, Inc.

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**6.3 Indemnification**

The corporation shall indemnify any directors, officers, employers, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or malicious conduct acts to damage and/or defraud the corporation, or as otherwise provided under the applicable statute.

**ARTICLE VII.**  
**Meetings**

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such meeting is deemed present at the meeting. In the alternative, the board of directors may take action through signed e-mail communications in accordance with the by-laws of the corporation.

**ARTICLE VIII.**  
**MEMBERSHIP****8.1 Membership**

Tampa Rowing Club Seminole Heights, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE IX.**  
**AMENDMENTS****9.1 Amendments**

Any amendment to the Articles of Incorporation may be adopted by the board of directors in accordance with the corporation's by-laws.

**ARTICLE X.**  
**ADDRESSES OF THE CORPORATION****10.1 Corporate Address**

The principle address and mailing address of the corporation is:

23247 Charlston Place  
Land O'Lakes, FL 34639

Tampa Rowing Club Seminole Heights, Inc.

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**ARTICLE XI.**  
**APPOINTMENT OF REGISTERED AGENT**

**11.01 Registered Agent**

The registered agent of the corporation shall be:

James L. Bell  
23247 Charlston Place  
Land O'Lakes, FL 34639

Having been appointed the Registered Agent of Tampa Rowing Club Seminole Heights, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

I, James L. Bell, agree to be the registered agent for Tampa Rowing Club Seminole Heights, Inc. as appointed herein.

  
\_\_\_\_\_  
James L. Bell, Registered Agent

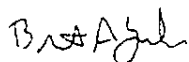
Date: September 18, 2024

**ARTICLE XII.**  
**INCORPORATOR**

The incorporators of the corporation are as follow:

Brent York  
23247 Charlston Place  
Land O'Lakes, FL 34639

IN WITNESS WHEREOF, I/We, the undersigned, have subscribed our names on this September 18, 2024 and constitute a complete copy of Articles of Incorporation of the Tampa Rowing Club Seminole Heights, Inc.

  
\_\_\_\_\_  
Brent York, Incorporator

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