

N95000002465

CONSTITUTIONAL LAW
LAWRENCE P. BRODIE SONIA M. PAWLUC

95 MAY 22 1995

May 16, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/22/95--01105--018
***122.50 ***122.50

RE: Articles of Incorporation
EXECUTIVE WOMEN'S GOLF LEAGUE OF MARTIN COUNTY, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above non-profit corporation and a check in the amount of \$122.50 (\$35.00-filing fee, \$35-Registered Agent Designation, and \$52.50-certified copy). Upon filing, please return a certified copy of the Articles to:

Brodie & Pawluc
Post Office Box 2690
Stuart, FL 34995
Telephone: (407) 221-0110

You should know that this corporation is to be a local affiliate of a national organization (also incorporated in Florida as a for profit corporation) known as the Executive Women's Golf League, Inc. The national organization asks that the local affiliates, if they choose to incorporate, carry the title of the national organization, plus some indication of the chapter's location.

Thank you in advance for your attention to this matter.

Sincerely yours,

Sonia M. Pawluc

*Sonia:
Per Sonia:
Add Manner
of Election*

SMP/rfb
Enclosures

NANCY HENDRICKS MAY 24 1995

FILED
95 MAY 22 11 25
CLERK OF COURT
JULIA A. BROWN

**ARTICLES OF INCORPORATION
EXECUTIVE WOMEN'S GOLF LEAGUE OF MARTIN COUNTY, INC.**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME, PRINCIPAL OFFICE**

The name of this Corporation is EXECUTIVE WOMEN'S GOLF LEAGUE OF MARTIN COUNTY, INC. The initial principal office of this corporation shall be located at 1473 S. W. Thelma Street, Palm City, FL 34990, and the mailing address shall be 1473 S. W. Thelma Street, Palm City, FL 34990.

**ARTICLE II
DURATION**

The Corporation shall have perpetual duration.

**ARTICLE III
PURPOSES**

The Corporation is a not for profit corporation. The general purposes for which this Corporation is formed are (i) to promote and advance the field of women's golf under programs as designated by the national organization known as the Executive Women's Golf League in the primary geographic area of the Treasure Coast of the State of Florida; (ii) to improve members' golfing skills and enjoyment of the game through clinics, league play, chapter outings and regional events; (iii) to foster an environment of acceptance for new players and interaction among the members, and provide educational opportunities for them to properly learn the sport of golf; and (iv) to serve as an advocate for its members, and stimulate awareness of this new segment of the golf industry.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE IV
NON-STOCK CORPORATION, ORGANIZATIONAL MATTERS**

The Corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V
REGISTERED AGENT

The street address of the initial registered office of the Corporation is 819 South Federal Highway, Suite 106, Stuart, Florida 34994. The name of its initial registered agent at such address is Sonia M. Pawluc.

ARTICLE VI
DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The initial number of directors of the Corporation shall be four; provided, however, that such number may be changed by the bylaws of this Corporation.

The directors named herein as the first board of directors shall hold office until the first election of directors, by the membership.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Residential Address</u> |
|----------------------|---|
| Christine M. McMahon | 1473 S. W. Thelma Street Palm City, FL 34990 |
| Tina Luce | 2171 N. W. 18th Drive Stuart, FL 34994 |
| Nancy Dzikowski | 780 N. E. Bayberry Lane Jensen Beach, FL 34957 |
| Barbara Tyson | 19171 Tamara Lane Jupiter, FL 33458 |

ARTICLE VII
INCORPORATORS

The names and addresses of each Incorporator are:

| | |
|----------------------|---|
| Christine M. McMahon | 1473 S. W. Thelma Street Palm City, FL 34990 |
| Tina Luce | 2171 N. W. 18th Drive Stuart, FL 34994 |
| Nancy Dzikowski | 780 N. E. Bayberry Lane Jensen Beach, FL 34957 |
| Barbara Tyson | 19171 Tamara Lane Jupiter, FL 33458 |

ARTICLE VIII
OFFICERS

The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Christine M. McMahon, President
Tina Luce, Vice President
Nancy Dzikowski, Secretary
Barbara Tyson, Treasurer

ARTICLE IX
BYLAWS

The first bylaws of this corporation will be adopted by the Board of Directors named herein, and shall be consistent with those of the national organization, Executive Women's Golf League, Inc.

Subject to the limitations contained in the bylaws and any limitations set forth in the Not for Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X
NO BENEFIT TO DIRECTORS

The property of this Corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE XI
DISSOLUTION**

The Corporation may be dissolved only by a two-thirds (2/3) vote of the entire membership of the Corporation, and then only in accordance with the legal formalities necessary for the dissolution of a membership corporation. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XII
AMENDMENTS**


Amendments to these articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation.

**ARTICLE XIII
INDEMNIFICATION**


Every Director and every officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon her in connection with any proceeding to which she may be a party or in which she may become involved by reason of her being or having been a Director or officer of the Corporation, whether or not she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of her duties; provided that, in the event of a settlement, this right of indemnification will only apply if a majority of the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

We, the undersigned, being the incorporators of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on May 16, 1995.


Christine M. McMahon, Incorporator


Tina Luce, Incorporator

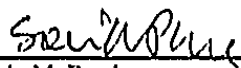

Nancy Dzikowski, Incorporator


Barbara Tyson, Incorporator

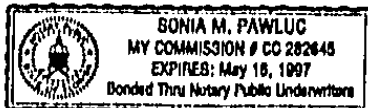
STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Christine M. McMahon, personally known to me to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1995.


Sonia M. Pawluc
Notary Public, State of Florida
Commission #CC 282645

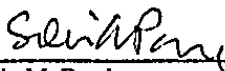
My commission expires:



STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Tina Luce, personally known to me to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1995.


Sonia M. Pawluc
Notary Public, State of Florida
Commission #CC 282645


My commission expires:



STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Nancy Dzikowski, personally known to me to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1995.


Sonia M. Pawluc
Notary Public, State of Florida
Commission #CC 282645


My commission expires:



STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Barbara Tyson, personally known to me to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1995.


Sonia M. Pawluc
Notary Public, State of Florida
Commission #CC 282645

My commission expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is EXECUTIVE WOMEN'S GOLF LEAGUE OF MARTIN COUNTY, INC.
2. The name and address of the registered agent and office is:

Sonia M. Pawluc
819 South Federal Highway, Suite 106
Stuart, FL 34994

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

Dated: May 16th, 1995



Sonia M. Pawluc, Registered Agent

FILED
MAY 16 1995
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
STUART, FLORIDA