

N9500000 4707

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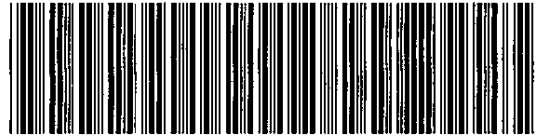
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Stephen C. Smith Memorial Regatta Foundation, Inc.

**DOCUMENT NUMBER:** N95000004707

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Wright C. Finney

(Name of Contact Person)

Stephen C. Smith Memorial Foundation, Inc.

(Firm/ Company)

7993 Preservation Road

(Address)

Tallahassee, FL 32312

(City/ State and Zip Code)

finney@eng.fsu.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wright C. Finney

(Name of Contact Person)

at ( 850 ) 410-6309

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$35 Filing Fee

\$43.75 Filing Fee &  
Certificate of Status

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

\$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

The Stephen C. Smith Memorial Regatta Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N95000004707

(Document Number of Corporation (if known))

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TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

-Same-

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

7993 Preservation Road

Tallahassee, FL 32312

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

7993 Preservation Road

Tallahassee, FL 32312

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

(same) Wright C. Finney

New Registered Office Address:

7993 Preservation Road

(Florida street address)

Tallahassee

(City)

Florida 32312

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

**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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>P</u>	<u>Wright C. Finney</u>	<u>7993 Preservation Road</u> <u>Tallahassee, FL 31312</u> <i>(see attached sheet for details)</i>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>S</u>	<u>Marianne Gengenbach</u>	<u>989 Rehwinkel Road</u> <u>Crawfordville, FL 32327</u> <i>(see attached sheet for details)</i>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>T</u>	<u>Linda B. Downey</u>	<u>3500 Valley Creek Drive</u> <u>Tallahassee, FL 32312</u> <i>(see attached sheet for details)</i>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

Changes are as follows; please see text in full revised Articles of Incorporation, attached.

Article I - Name and Objective: Objective has been changed.

Article VI - Board of Directors: The composition of the Board of Directors has changed.

Article VII - Executive Committee: The composition of the Executive Committee has  
changed.

Article XII - Initial Principle Office and Registered Agent of Corporation: The name and  
address of the current Registered Agent have changed.

Please see the text in the full revised Articles of Incorporation, attached.

The date of each amendment(s) adoption: July 23, 2007.

*(date of adoption is required)*


Effective date if applicable: August 1, 2009.

*(no more than 90 days after amendment file date)*

**Adoption of Amendment(s) (CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated July 29, 2009

Signature  07-29-09

*(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)*

Wright C. Finney

*(Typed or printed name of person signing)*

President and Registered Agent

*(Title of person signing)*

ARTICLES OF INCORPORATION  
OF  
**THE STEPHEN C. SMITH MEMORIAL REGATTA FOUNDATION, INC.**  
A Florida Not For Profit Corporation

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**ARTICLE I**

NAME AND OBJECTIVE

1. The name of the Corporation shall be THE STEPHEN C. SMITH MEMORIAL REGATTA FOUNDATION, INC., a Florida not for profit corporation.

2. **The specific purpose for which this corporation is organized is:** To provide an organization for the promotion and furtherance of programs whose goals improve the lives of cancer patients and their families, specifically to promote and operate the Stephen C. Smith Memorial Regatta. The Smith Regatta is a sailing event traditionally held in the spring of each year in memory of patients and victims of cancer and as a fund raising event to benefit the programs that improve the lives of cancer patients and their families. The beneficiary program will be chosen by the Foundation on an annual basis. It is the policy and philosophy of the foundation to sponsor and promote a sailing and yacht racing event in keeping with standard practices of good seamanship and in an atmosphere of camaraderie and friendly competition. The Corporation shall provide for equal opportunities to all potential members, regardless of race, color, religion, sex, age, or natural origin.

**ARTICLE II**

TERMS OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

**ARTICLE III**

CHARITABLE PURPOSE AND POWER

1. The Corporation shall be at all times a not for profit corporation under the provisions of the Florida Not For Profit Act (Chapter 617, Florida Statutes). The Corporation shall be

organized and shall be operated exclusively for public charitable and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures for charitable purposes.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable and educational, nonprofit organization.

(c) Within and subject to the limitation of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

3. The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article and as are exclusively charitable or educational under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE IV

##### TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit.

2. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth in Article Three hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate of public office.

(c) Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code.

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

3. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with each intent.

## ARTICLE V

### MEMBERSHIP

1. The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes. For proper cause and after reasonable notice and hearing, the membership of any person may be terminated by the Board of Directors.

## ARTICLE VI

### BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors. The number of directors which shall serve as the initial Board of Directors for this Corporation is as set forth in Section 3 below. The directors shall be elected in the manner provided in the By-Laws.

2. A quorum of the Board of Directors shall consist of one-third (1/3) the prescribed number of directors as set forth in the By-Laws, unless a duly adopted By-Law requires a higher percentage.

3. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

Fundraising chair

Stan Derzypolski

Registration coordinator

Ann Getman



Publicity committee chair	Jack Ridner
Site development coord.	Wright Finney
Auction chair	
Race/Protest chair	Don Reeder
Trophy committee chair	Dennis "Tigger" Gray
Concessions coordinator	Linda Downey
At Large	Officer or representative of the board of directors of the Apalachee Bay Yacht Club
At Large	Officer or representative of the board of directors of the Shell Point Sailboard Club
At Large	Officer or representative of the board of directors of Hobie Fleet 43.
At Large	Member of the board of directors or representative of the American Cancer Society

4. The above named directors shall serve until the first annual election.

5. As of the Stephen C. Smith Memorial Regatta Foundation Meeting of January 29, 2007, the membership of the Board of Directors shall be changed as follows:

1. Officer or representative of the board of directors of the Shell Point Sailboard Club.
2. Officer or representative of the board of directors of the Apalachee Bay Yacht Club.
3. Officer or representative of the board of directors of the beneficiary organization.
4. Past Chair of the Stephen C. Smith Memorial Regatta.
5. Current Chair of the Stephen C. Smith Memorial Regatta.
6. Chair-Elect of the Stephen C. Smith Memorial Regatta.
7. As few as three (3) and as many as eight (8) At-Large Board Members elected from the membership of the Stephen C. Smith Memorial Regatta Foundation, Inc.

## ARTICLE VII

### EXECUTIVE COMMITTEE

1. The officers of the Corporation shall be the Immediate past Chairman, the Chairman, the Chair Elect, the Secretary/Registered Agent, the Treasurer, and such other officers and

assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected or appointed annually by the Board of Directors.

2. The names of the initial executive committee to serve until the first election, are as follows:

- Immediate Past Chairman: Kevin Deyo
- Chairman: Richard Stephens
- Chair Elect: Kelly Creek
- Registered Agent: Claude R Walker
- Secretary/Treasurer: Michelle Hackmeyer

3. As of the Foundation Meeting of January 29, 2007, the officers of the Stephen C. Smith Memorial Regatta Foundation, Inc., shall be the President, the Secretary, the Treasurer, and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected or appointed annually by the Board of Directors, and shall act as the Executive Committee of the Board of Directors.

4. On August 1, 2009, the executive committee of the Stephen C. Smith Memorial Regatta Foundation is: President Wright C. Finney, Secretary Marianne Gengenbach, and Treasurer Linda B. Downey.

**ARTICLE VIII**

BY-LAWS

The By-Laws for the corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the By-Laws. The By-Laws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

**ARTICLE IX**

DISSOLUTION / RESERVATION OF ASSETS

1. In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in the beneficiary program or programs chosen by the Board of Directors in place at the time of dissolution, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of any beneficiary program, or result in the denial of tax exempt status to donations, contributions, legacies, or dues received by the beneficiary program to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event the beneficiary program fails to qualify to receive or otherwise fails to accept the Corporation's assets upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s).

## ARTICLE X

### AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a vote of two-thirds (2/3) of all members present at any meeting of the membership called for that purpose; a quorum at said meeting shall consist of one-third (1/3) of the Corporation's members. Notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable to obtain or maintain the Corporation's tax-exempt or nonprofit status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

## ARTICLE XI

### INCORPORATOR

The name and address of the incorporator is as follows:

Richard L. Stephens

3548 Trillium Court  
Tallahassee, Florida 32312

## ARTICLE XII

### INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT OF CORPORATION

The initial principal office, name and address of the initial registered agent of the Corporation shall be:

CLAUDE R. WALKER, Esquire  
Registered Agent for **STEPHEN C. SMITH MEMORIAL REGATTA  
FOUNDATION, INC.**  
1330 Thomasville Road  
Tallahassee, FL 32303

On March 9, 2005, the registered agent of the Corporation changed to:

Wright C. Finney  
Registered Agent for **STEPHEN C. SMITH MEMORIAL REGATTA  
FOUNDATION, INC.**  
7993 Preservation Road  
Tallahassee, FL 32312

### **ARTICLE XIII**

#### **ADMINISTRATION**

The Corporation is organized under a non-stock basis. The annual meeting shall be held at such a time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

### **ARTICLE XIV**

#### **DEFINITIONS**

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

IN WITNESS WHEREOF, the undersigned, does hereby make, subscribe, acknowledge, and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that these Articles of Incorporation have been executed for the purpose of creating a corporation, not for profit, under the laws of the State or Florida.

DATED this \_\_\_\_\_ day of September, 1995

INCORPORATOR:

By: \_\_\_\_\_

Its: Director

State of Florida  
County of Leon

Before me, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared, who, after being by me duly cautioned and sworn, upon oath, acknowledge to me that he is the person described in and who execute a the foregoing Articles of Incorporation

WITNESS my hand and official seal on this \_\_\_\_\_ day of  
\_\_\_\_\_, 19 \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at a place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617;0501, Florida Statutes.

\_\_\_\_\_  
CLAUDE R. WALKER  
1330 Thomasville Road  
Tallahassee, FL 32303