

29 March, 1996

[illegible]

James D. Rogers

789-531-2295.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF AMELIA ISLAND COMMUNITY SAILING CENTER, INC.**

**ARTICLE I.
NAME**

The name of this corporation is AMELIA ISLAND COMMUNITY SAILING CENTER, INC. This corporation is organized as a corporation not for profit pursuant to chapter 617, Florida Statutes.

**ARTICLE II.
PRINCIPAL OFFICE**

The initial Post Office address of the corporation's principal office is 4734 Yachtsman Drive, Fernandina Beach, Florida 32034.

**ARTICLE III.
PURPOSE**

Section 1. The primary purposes for which this corporation not for profit is organized are generally for the exclusive charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and including but not limited to:

- a) to provide for the training of suitable candidates in the techniques of handling and racing sailboats in local, national and international competition;
- b) to provide practice racing sessions, classroom lectures, seminars and panel discussions through which selected trainees may be schooled in competitive helmsmanship, sail trim and handling, sail and sailboat design, and racing strategy and tactics; and
- c) to provide instruction, use of equipment, and use of appropriate facilities for men, women and children who desire training in the sport of sailboat handling and racing but are unable to afford such training.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on 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 for public office.

Section 3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section

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4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws

Section 4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 6. The corporation shall not make any investments in such manner as to subject it to Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. POWERS

In addition to any powers provided by Section 617.021 of the Florida Statutes, or any other Florida Statute, the corporation will have the following powers:

Section 1 To receive by gift, devise, bequest, grant, or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal or the income therefrom, immediately or in the future, or as provided by the conditions of a trust

Section 2 To hold, use, dispose of, invest, manage, disburse and properly account for assets subject to its control

Section 3 To act and perform the duties of trustee or to set in any other fiduciary capacity under deed or trust, will, codicil, agreement, or other instrument, and to obligate itself to perform and execute any and all conditions or trusts.

Section 4 To borrow or raise money, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage, pledge, conveyance or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the assets to be encumbered are not subject to limitations which would be prohibitive of the same.

Section 5 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by law.

ARTICLE V. CAPITAL STOCK

The corporation shall have no capital stock, and no member shall have any right or title to any asset of the corporation.

ARTICLE VI. MEMBERSHIP

Membership in the Association shall be open to any person, organization or association who supports the purposes of this Corporation, either by financial, in-kind or personal participation in its operations. A membership meeting shall be held annually at a time and place designated in the by-laws of this corporation, at which meeting each member present shall be entitled to one vote in determining the affairs of the corporation.

ARTICLE VII. DIRECTORS

Section 1 The affairs of the Corporation shall be managed by a Board of Directors or by the Executive Committee thereof as may be authorized in the Corporation By-laws.

Section 2 The Board of Directors shall consist of no more than fifty persons, no less than three. The Directors shall be elected by a simple majority of the membership with terms of office as prescribed in the By-laws.

Section 3. The Board of Directors shall select officers to preside over the affairs and meetings of the Corporation and to keep appropriate records thereof. The officers and their duties shall be designated in the By-laws.

ARTICLE VIII. **BY-LAWS**

The by-laws of this corporation shall be made, altered, or rescinded by the Board of Directors. The by-laws shall operate to carry out the purposes of the corporation and to facilitate the operational procedures thereof. A vote of the majority of the members of the Board of Directors shall be required to effect any alteration, change or amendment.

ARTICLE IX. **INDEBTEDNESS**

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be at no time in excess of the total assets held by the corporation.

ARTICLE X. **OFFICERS**

The officers of the corporation shall be a President, vice-president, Secretary, Treasurer. The officers shall be elected annually by the Board of Directors, each to serve for two (2) years and until the election of a successor.

ARTICLE XI. **SUBSCRIBERS**

The following natural person hereby subscribes to these Articles and shall serve as the incorporator of the Corporation:

James D. Rogers

4734 Yachtsman Drive
Fernandina Beach, FL 32034

ARTICLE XII. **AUTHORIZED ACTIVITIES**

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to

which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

**ARTICLE XIII
AMENDMENT**

Amendments of these Articles of Incorporation may be proposed and adopted by a vote two-thirds (2/3) of the Board of Directors.


**ARTICLE XIV
TERM OF EXISTANCE**

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE XV.
REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is: James D. Rogers, 4734 Yachtsman Drive, Fernandina Beach, Florida 32034.

By my signature below, I here accept appointment as the Designated Registered Agent of this corporation.

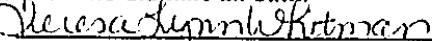

James D. Rogers

IN WITNESS WHEREOF, I, the undersigned subscribed incorporator, have hereunto set my hand and seal this 29th day of March, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


James D. Rogers

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 29th day of March, 1996, by James D. Rogers, who is personally known to me and who did take an oath.


Name: Teresa Lynn Whitman
Notary Public, State of Florida

My Commission Expires: 3/12/99
Identification: FLD# 82624444710



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 48.091, 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: AMELIA ISLAND COMMUNITY SAILING CENTER, INC.
1. The name and address of the registered agent and office is:

JAMES D. ROGERS

(Name)

4734 YACHTSMAN DRIVE

(P. O. Box not acceptable)

FERNANDINA BEACH, FL 32034

(City/State/Zip)

Signature: _____

(Corporate Officer)

Title: Incorporator/President

Date: 29 March 1996

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.

Signature: _____

JAMES D. ROGERS

Date: _____

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