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ALL FL. CO. DA

ACCOUNT NO. : 072100000032

REFERENCE : 922941 81034A

AUTHORIZATION :

COST LIMIT : * ~~42000~~ PREPAID

ORDER DATE : April 18, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 922941

CUSTOMER NO: 81034A

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CUSTOMER: Michael W. Mead, Esq
MICHAEL WM. MEAD, ESQ

P. O. Drawer 1329

Ft. Walton, FL 32549

W96-3474
626

DOMESTIC FILING

NAME: THE DESTIN OPTIMIST CLUB, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 19, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE DESTIN OPTIMIST CLUB, INC.
Ref. Number: W96000008474

RESUBMIT

Please give original
submission date as file date.

We have received your document for THE DESTIN OPTIMIST CLUB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 196A00018434

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE DESTIN OPTIMIST CLUB, INC.

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I
Name

The name of the corporation is:

THE DESTIN OPTIMIST CLUB, INC.

ARTICLE II
Address

The principal office of the corporation is located at:
Post Office Box 876, Destin, Florida 32540.

ARTICLE III
Resident Agent

RAY ABRELL, located at 781 Spring Lake Drive, Destin, Okaloosa County, Florida 32541, is hereby appointed the initial resident agent of this corporation.

ARTICLE IV
Purpose

The purpose of this organization shall be to develop Optimism as a philosophy of life; to promote an active interest in good government and civil affairs; to inspire respect for the law; to promote patriotism and work for international accord and friendship among all people; to aid and encourage the development of youth, in the belief that the giving of one's self in service to others will advance the well-being of man, his community and world.

This organization is not organized for profit, but will be operated exclusively for the promotion of social welfare and the net earnings will be devoted exclusively to charitable, educational, or recreational purposes.

ARTICLE V
Membership

Any person who has an interest in THE OPTIMIST CLUB OF DESTIN, INC. may apply for membership in this organization with full privileges thereof, and may become a member by favorable action by the Board of Directors and upon the collection of all dues and fees prescribed by the laws of the Club.

A membership card and certificate shall be issued to each member, or such other evidence of membership as the Board of Officers may select.

Whereas Federal Statutes have been enacted establishing a national policy of nondiscrimination, be it resolved that it is the declared policy of this corporation that there be no discrimination based on race, creed, color, sex, religion or national origin in the administration of this organization.

ARTICLE VI
Voting Rights

Voting shall be by individuals and shall be conducted by ballot. No person shall cast more than one (1) ballot. Proxies and absentee ballots will not be recognized. The votes shall be immediately tabulated by the advisory committee and the results presented to the membership. A plurality of the votes cast shall elect (i.e. the candidate receiving the largest number of votes shall be declared elected). In case of a tie, the two candidates receiving the largest number of votes shall be voted upon against, in runoff fashion, until the tie is broken.

ARTICLE VII
Officers

The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, as follows:

| | |
|------------------------|-----------------|
| PRESIDENT: | Ray Abrell |
| VICE-PRESIDENT: | William Hopkins |
| SECOND VICE-PRESIDENT: | Gene Budinger |
| SECRETARY: | Robert Waldron |
| TREASURER: | Robert Waldron |

The government of this organization shall be vested in elected officers and an advisory committee appointed by same.

The officers of this organization shall be elected in the manner prescribed in the By-Laws and shall hold office for a period of one (1) year, or until their successors are duly elected and charged.

ARTICLE VIII
By-Laws and Constitution

There shall be one form of Constitution and By-Laws for THE DESTIN OPTIMIST CLUB, INC., which shall be the only laws by which each member shall be governed and a copy shall be furnished to each member.

It is the obligation and responsibility of each member to comply with the Constitution and By-Laws of this organization, and the orders of its proper officers when in conformity therewith; and shall refrain from conduct that tends to or is designed to interfere with the performance or duties or obligations of the members. Not only shall the Constitution and By-Laws be binding on the officers of the corporation, but likewise shall apply to any other organization who by their own acts have made themselves associates before or after the fact.

No officer or member of this organization may resort to any court of law or equity or other civil authorities either as parties or plaintiffs for the purpose of securing an

opinion or decision in connection with any alleged grievance or wrong concerning any case in controversy arising within this organization or under its laws until such officer or member first shall have exhausted all remedies as provided herein, not inconsistent with applicable law, for the settlement and disposition of such alleged rights, grievances or wrongs.

ARTICLE IX
Term of Existence

This corporation shall exist perpetually.

ARTICLE X
Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or of the State, Federal or Local government for exclusive public purpose.

ARTICLE XI
Activities

Notwithstanding any other provision 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 XII
Corporate Powers

This corporation shall have all of the corporate powers provided by Florida Statutes 617.021.

ARTICLE XIII
Amendment

Any Amendment to these Articles of Incorporation, if in conformity with the Constitution and By-Laws of Optimist International, may be adopted by a two-thirds (2/3) vote of the members present at any meeting, provided written notice of the proposed amendment and date of such meeting shall have been given the members at least two (2) weeks prior thereto.

ARTICLE XIV
Subscribers

The initial subscribers to these Articles of Incorporation, all of whom are competent to contract, and their respective addresses are as follows:

Ray Abrell
781 Spring Lake Drive
Destin, Florida 32541

Bill Hopkins
757 Highway 98-E 14-163
Destin, Florida 32541

Robert Waldron
28 Moreno Point Road #H
Destin, Florida 32541

ARTICLE XV
Board of Directors

The names and addresses of the present Board of Directors who shall conduct the affairs of this corporation, until they are replaced pursuant to the next election of officers, are as follows:

Ray Abrell
781 Spring Lake Drive
Destin, Florida 32541

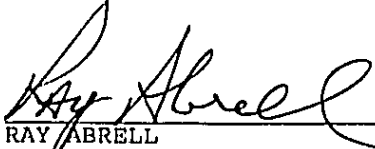
Bill Hopkins
757 Highway 98-E 14-163
Destin, Florida 32541

Robert Waldron
28 Moreno Point Road #H
Destin, Florida 32541

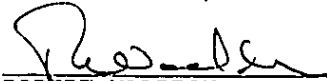
Gene Budinger
1675 Highway 98 W, #101
Mary Esther, Florida 32569

The directors of this organization shall be elected in the manner prescribed in the By-Laws.

IN WITNESS WHEREOF, we the undersigned, have executed these Articles of Incorporation for the uses and purpose herein stated.


RAY ABRELL


BILL HOPKINS


ROBERT WALDRON

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by RAY ABRELL, this 17th day of April, 1996,

X who is personally known to me, or
who has produced _____
as identification.


Notary Public
My Commission Expires:

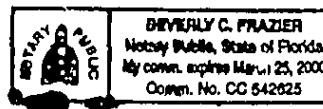


STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by BILL HOPKINS, this 17th day of April, 1996,

X who is personally known to me, or
who has produced _____
as identification.


Notary Public
My Commission Expires:

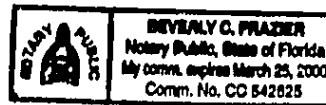


STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by ROBERT WALDRON,
this 17th day of April, 1996,

X who is personally known to me, or
who has produced _____
as identification.

Beverly C. Flazier
Notary Public
My Commission Expires:



MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN BLVD
P O BOX 1129
FORT WALTON BEACH
FLORIDA 32549-1129

(ws)optimist.art/mw #6174

FILED

96 APR 18 PM 2:21

SEC. OF
TALLAH. FL. FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: THE DESTIN OPTIMIST CLUB, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Post Office Box 876, Destin, Florida 32540, has named RAY ABRELL, located at 781 Spring Lake Drive, Destin, Okaloosa County, Florida 32541, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


RAY ABRELL