

N 96000002548

PAUL M. MEREDITH, P.A.
P.O. Box 1258
Palatka, Florida 32177-1258

PAUL M. MEREDITH, ESQ.

TELEPHONE (904) 328-7737
FACSIMILE (904) 325-0035

March 15, 1996

Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/18/96--01108--015
*****70.00 *****70.00

RE: BASS CAPITAL JUNIOR ANGLERS, INC.

Dear Sir:

Enclosed for filing please find the original and two (2) copies of the Articles of Incorporation for the above referenced professional association. Also enclosed is a check in the amount of \$70.00 to cover the required filing fee and an envelope for the return of the certified copy of the Articles once they have been filed.

Please feel free to contact me at the office should you have any questions.

Respectfully,

Paul M. Meredith

PMM/dp

encl.

00634
00626
02285

W96-6213

FILED
MAR 14 1996
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

6N MAR 22 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1996

PAUL M. MEREDITH
P.O. BOX 1258
PALATKA, FL 32177-1258

SUBJECT: BASS CAPITAL JUNIOR ANGLERS INC.
Ref. Number: W96000006213

We have received your document for BASS CAPITAL JUNIOR ANGLERS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Art 7: According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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.

3 Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 796A00013244

Law Offices
PAUL M. MEREDITH, P.A.
208 North Sixth Street
Palatka, Florida 32177
(904) 329-9055

Paul M. Meredith, P.A.

Faxsimile: 323-0633

New
~~April~~ 8, 1996

Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTN: Sandy Ng

RE: BASS CAPITAL JUNIOR ANGLERS, INC
Ref. Number: W96000006213

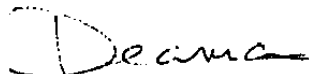
Dear Ms. Ng:

In response to your letter of March 22, 1996, I am enclosing Articles of Incorporation which reflect the changes requested.

Please feel free to contact me at the office should you have any questions.

Sincerely,

PAUL M. MEREDITH, P.A.


Deanna Padgett
Legal Assistant

dp

Articles of Incorporation
of
Florida Nonprofit Corporation

FILED
JAN 14 AM 8:28
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is BASS CAPITAL JUNIOR ANGLERS, INC. The principal office of the corporation is Rt. 3, Box 2708, Palatka, Florida 32177

ARTICLE II

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) promote a general interest in fishing including fishing tournaments and boating safety among children;
- (b) to promote fishing as a recreational alternative for children;

ARTICLE V

(a) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be not less than three and not more than five, provided however, that such number may be changed by a bylaw duly adopted by the members. The trustees named herein as

the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at 626 Reid Street, Palatka, FL on July 15 of each year at 3:00 P.M., or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provisions of law may be taken without a meeting, if all 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 Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of incorporation the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

NAME

ADDRESS

Robert Williams

Rt. 3, Box 2708, Palatka, FL 32177

Joyce Johns

Rt. 1, Box 5084, Palatka, FL 32177

Dobbie Cook

3413 Whitehall St., Palatka, FL 32177

(b) Corporate officers. The Board of Trustees shall elect the following President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may

authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

Robert Williams - President

Joyce Johns - Vice-President

Dobbie Cook - Secretary

Joyce Johns - Treasurer

ARTICLE VI

Earnings and Activities of Corporation

(a) No part of the net earnings of the corporation shall 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 compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by 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) by a

corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Directors shall be elected from time to time in accordance with the by-laws of this corporation.

ARTICLE VIII

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Membership

(a) The corporation shall have Two (2) classes of members, i.e. voting members and life-time (non-voting) members, and no more than one membership may be held by any one person. The rights and privileges of all voting members shall be equal. Each voting member shall be entitled to one vote.

(b) Any person paying such dues as may be provided for the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

(c) A prospective voting member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees.

ARTICLE X

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Robert Williams	Rt. 3, Box 2708, Palatka, Florida 32177
Joyce Johns	Rt. 1, Box 5084, Palatka, Florida 32177
Dobbie Cook	3413 Whitehall St., Palatka, FL 32177

ARTICLE XI

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, 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 Trustees, or by following the procedure set forth thereof in the Bylaws

ARTICLE XII

Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable 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 XIII

Registered Agent and Office

The address of the corporation's registered office shall be 626 Reid Street, Palatka, FL 32177, and the name of its registered agent at said address is PAUL M. MEREDITH.

ARTICLE XIV

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote, after written notice to the members of the proposed amendment not less than fourteen (14) days prior to the meeting.

We, the undersigned, being the subscribers and incorporators of this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 9

day of May, 1996.

Dobbie Cook
Dobbie Cook

Robert Williams
Robert Williams
Joyce Johns
Joyce Johns

STATE OF FLORIDA

COUNTY OF PUTNAM

BEFORE ME, the undersigned authority, personally appeared and to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9 day of May, 1996.

Kimberly D. Greus
Notary Public-State of Florida
My Commission Expires



KIMBERLY D GREWS
My Commission CC403639
Expires May 14, 1999
Bonded by HAI
800-422-1868

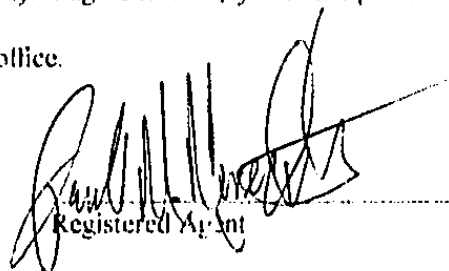
CERTIFICATE DESIGNATED AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida statutes, the following is submitted in compliance with said section:

BASS CAPITAL JUNIOR ANGLERS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Palatka, County of Putnam, State of Florida, has named Paul M. Neredith as its registered agent to accept service of process within this state, who is located at the following registered office: 626 Reid Street, Palatka, FL 32177.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.



Registered Agent

RECEIVED
JAN 16 11 09 20
TALLAHASSEE, FLORIDA