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REFERENCE : 625460 81444A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 8, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 625460-005 EFFECTIVE DATE
12-5-97

CUSTOMER NO: 81444A

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****122.50 ****122.50

CUSTOMER: Ms. Judy Cook
PATTERSON BOND & LATSHAW, P.A.

Suite A
3010 S. Third Street
Jacksonville, FL 32250

DOMESTIC FILING

NAME: BEACHES AREA DIVERS CLUB, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 DEC -8 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -8 AM 11:29
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

nc 12/8/97

EFFECTIVE DATE

12-5-97

**ARTICLES OF INCORPORATION
OF
BEACHES AREA DIVERS CLUB, INC.**

FILED

97 DEC -8 PM 2:15

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do certify as follows:

ARTICLE I

NAME

The name of this corporation is BEACHES AREA DIVERS CLUB, INC. The corporation is referred to herein as the "Corporation."

ARTICLE II

DEFINITIONS

"Corporation" shall mean and refer to Beaches Area Divers Club, Inc., a corporation not for profit.

ARTICLE III

PRINCIPAL OFFICE AND AGENT

The street address of the principal office of the Corporation is 3010 South Third Street, Jacksonville Beach, FL 32250 and the initial registered agent of the Corporation at that address shall be C. Guy Bond.

ARTICLE IV

PURPOSES AND POWERS

The Corporation is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or member.

The purpose for which the Corporation is organized is to establish, maintain, operate and provide all fraternal and recreational services of every kind and nature required or desired by the members, including those related to the sport of scuba diving; and

To do such other things as may be necessary and proper to carry out and accomplish the above purposes.

In furtherance of the aforesaid purposes and powers, the Corporation shall have all of the powers of a corporation not for profit organized and existing under the laws of the State of Florida.

ARTICLE V
MEMBERS

Qualification for membership, admission to membership and expulsion from membership shall be vested in the Board of Directors as provided in the Bylaws.

Membership in the Corporation cannot be assigned, hypothecated or transferred in any manner except as may be provided in the Bylaws.

ARTICLE VI
TERM

Existence of the Corporation shall commence with the execution of these Articles of Incorporation. This corporation shall exist perpetually.

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of three (3) Directors. The Board of Directors shall be elected by the members of the Corporation entitled to vote.

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Edwin R. White	2825 Sheffield Road Callahan, FL 32011
Judy O. Hinton	800 Penman Road Neptune Beach, FL 32266
C. Guy Bond	3010 South Third Street Jacksonville Beach, FL 32266

The Directors of the Corporation shall be elected at the time and in the manner provided for in the Bylaws.

ARTICLE VIII
OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers in the Corporation shall be elected by a majority vote of the Board of Directors of the Corporation and shall hold office at the pleasure of the Board.

Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

President	Edwin R. White
Vice President	C. Guy Bond
Secretary/Treasurer	Judy O. Hinton

ARTICLE IX INDEMNIFICATION

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

ARTICLE X DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets of the Corporation shall be granted, conveyed and assigned to an appropriate public body, non-profit corporation, trust or other organization devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles may be amended at any time by an affirmative vote of a majority of the Board of Directors.

ARTICLE XII BYLAWS

The Corporation, acting through its Board of Directors, shall adopt Bylaws governing the conduct of the affairs of the Corporation.

ARTICLE XIII
SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

C. Guy Bond
3010 South Third Street
Jacksonville Beach, FL 32250

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 5th day of December, 1997.


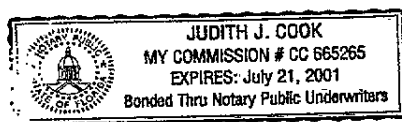


C. Guy Bond

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned Notary Public, in and for said County and State, personally appeared C. Guy Bond, who is personally known to me, and who, after first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under his direction and that he had knowledge of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this 5th day of December, 1997.


Notary Public, State of Florida

My Commission expires:

- ☒ Personally known to me, OR
☐ Produced drivers license as identification
☐ Produced other identification

ACKNOWLEDGMENT

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



C. Guy Bond

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FILED
97 DEC -8 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA