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RONALD L. NELSON, P.A.
ATTORNEY AT LAW
100 SECOND AVENUE SOUTH, SUITE 200
ST. PETERSBURG, FLORIDA 33701
(813) 898-9292

December 11, 1997

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

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RE: Point of Pinellas Optimist Club, Inc.

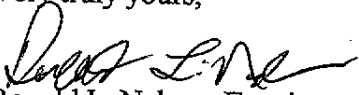
Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50, covering:

\$70.00 - Filing fee
52.50 - Certified copy
\$122.50 - Total

Very truly yours,


Ronald L. Nelson, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

POINT OF PINELLAS OPTIMIST CLUB, INC.

(A corporation not for profit)

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the information, liability, rights, privileges in immunities of a corporation not for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be Point of Pinellas Optimist Club, Inc. ("Corporation").

ARTICLE II
PURPOSE

The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are as follows:

a. The purposes for which the Corporation is organized are exclusively charitable, recreational, and educational within the meaning of section 501 (c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

b. More specifically, the purposes of this club shall be to develop Optimism as a philosophy of life, utilizing the tenets of the Optimist Creed; to promote an active interest in good government and civic 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 humankind, community life and the world.

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ARTICLE III **POWERS**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the purposes set forth herein, it is expressly provided that the corporation shall have the following powers:

a. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

b. The Corporation shall have all of the statutory powers of a corporation not for profit existing under the laws of the State of Florida.

ARTICLE IV **MEMBERS**

Membership qualifications shall be provided by the By-laws of the Corporation.

ARTICLE V **TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI **LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Board of Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II (Purposes) hereof.

ARTICLE VII **NUMBER OF DIRECTORS**

The business of the Corporation shall be conducted by a Board of Directors which shall consist of the President, the Immediate Past President, the Vice Presidents (2), the

ARTICLE XII
INCORPORATORS

PRINCIPAL OFFICE

The name and street address of the Incorporator signing these articles is: Brenda Gordon, 2245 Murilla Way South, St. Petersburg, FL. 33712.

ARTICLE XIII
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Board of Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIV
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XV
DISSOLUTION

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for recreational, charitable, and educational purposes and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XVI
EXEMPT STATUS

Anything in these Articles of Incorporation to the contrary notwithstanding, the purpose or purposes for which this Corporation is organized are limited to those that will

provided by the Bylaws. The name and address of each initial Officer of the Corporation is as follows: THE ELECTION OF DIRECTORS WILL BE SET FORTH IN THE BY-LAW.

Brenda Gordon
2245 Murilla Way South
St. Petersburg, FL. 33712

President

Janice Teemer
1107 Ninth Ave South
St. Petersburg, FL. 33705

Vice-President

Ronald L. Nelson
1632 27th Ave South
St. Petersburg, FL. 33712

Vice-President

Dorothy Bell
6379 19th Street South
St. Petersburg, FL. 33712

Secretary

Cynthia Seay
4690 17th Ave South
St. Petersburg, FL. 33711

Treasurer

ARTICLE X **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonable incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XI **BY-LAWS**

The By-laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

Secretary, Treasurer and six (6) elected Directors, each of whom shall have the right to vote.

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Brenda Gordon
2245 Murilla Way South
St. Petersburg, FL. 33712

Janice Teemer
1107 Ninth Ave South
St. Petersburg, FL. 33705

Ronald L. Nelson
1632 27th Ave South
St. Petersburg, FL. 33712

Dorothy Bell
6379 19th Street South
St. Petersburg, FL. 33712

Cynthia Seay
4690 17th Ave South
St. Petersburg, FL. 33711

Anita Lewis
2561 Lynn Lake Circle South
St. Petersburg, FL. 33712

Kelly Simon
4200 54th Ave South, Box X
St. Petersburg, FL. 33711

Lorina Williams
2970 34th Street South
St. Petersburg, FL. 33712

Bernita Blossom
1198 54th Ave South
St. Petersburg, FL. 33705

Kim Howe
170 19th Ave North
St. Petersburg, FL. 33704

William Thomas
1048 12th Ave South
St. Petersburg, FL. 33705

Nicole Williams
2201 25th Ave South
St. Petersburg, FL. 33712

ARTICLE IX
OFFICERS

The Officers of the Corporation shall consist of a President, two (2) Vice Presidents, elected annually, and a Secretary-Treasurer, appointed annually by the President, subject to the approval of the Board of Directors and such other Officers and Assistant Officers as may be provided in the Bylaws. Removal of Officers shall be

qualify it as an exempt organization under Internal Revenue Code Section 501(c)(4), including for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

ARTICLE XVII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 1632 27th Avenue South, St. Petersburg, Florida 33712, and the registered agent at that address shall be Ronald L. Nelson.

IN WITNESS WHEREOF, we, the undersigned have signed these Articles of Incorporation on this 18th day of November, 1997.

Brenda Gordon
BRENDA GORDON, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRENDA GORDON, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18th day of November, 1997.

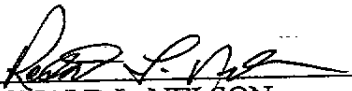
Ronald L. Nelson

Notary Public
State of Florida
My Commission Expires:

10-23-99

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of POINT OF PINELLAS OPTIMIST CLUB, INC., which is contained in the foregoing Articles of Incorporation.


RONALD L. NELSON
Registered Agent

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97 DEC 16 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA