

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**N970000007088**

*Treasure Coast Boat Dealers  
Associates, Inc.*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

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Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION**

**OF**

**TREASURE COAST BOAT DEALERS ASSOCIATION, INC.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I. NAME**

The name of the Corporation is **TREASURE COAST BOAT DEALERS ASSOCIATION, INC.**

**ARTICLE II. DURATION**

The term of existence of the corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III. PURPOSE**

The Corporation is organized exclusively to: promote the general welfare of its members by providing educational and marketing services for members.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, 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.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of any candidate for public office.

**ARTICLE IV. DIRECTORS**

There shall be not less than three (3) members of the board of Directors of the Corporation and not more than twenty (20). Additional Directors may be added from time to time by the

majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

John Canonico	18261 SE Federal Highway Tequesta, FL 33469
Barbara Patton	10550 SE Federal Highway Hobe Sound, FL 33455
Douglas Bucheit	290 N. Dixie Highway Stuart, FL 34994

Any action required or permitted to be taken by the Board of Directors under any provision 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 Directors. 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 Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE V. REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 18261 SE Federal Highway, Tequesta, FL 33469 and the name of its initial registered agent at that address is John Canonico. The principal place of business shall also be at that same address.

#### **ARTICLE VI. MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

#### **ARTICLE VII. MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the

Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

#### **ARTICLE VIII. NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

#### **ARTICLE IX. BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

#### **ARTICLE X. AMENDMENTS**

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

#### **ARTICLE XI. INCORPORATOR**

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

John Canonico

18261 SE Federal Highway  
Tequesta, FL 33469

IN WITNESS WHEREOF, we have subscribed our names this 18  
day of December, 1997

John Canonico  
John Canonico, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

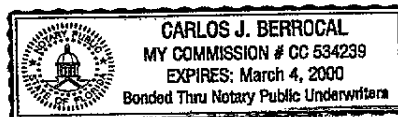
On this day personally appeared before me, the undersigned authority, John Canonico, known to me to be the individuals who executed the foregoing Articles of Incorporation and they acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 18 day of December, 1997.

[Signature]  
Notary Public, State of Florida

(SEAL)

My Commission Expires:



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

In compliance with Section 607.0501 Florida Statutes, the following is submitted:

**TREASURE COAST BOAT DEALERS ASSOCIATION, INC.,** a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at **18261 SE Federal Highway, Tequesta, State of Florida,** has named **John Canonico,** located at **18261 SE Federal Highway, Tequesta,** as its agent to accept service of process within Florida.

DATE:

Dec 18, 1997

John Canonico  
John Canonico, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE:

Dec 18, 1997

John Canonico  
John Canonico, Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 18 day of December, 1997, before me, the subscriber, personally appeared **John Canonico,** to me personally known and known to me to be the same person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

(SEAL)

f:\1729\nonprof.art\December 17, 1997 (11:47AM)

Notary Public, State of Florida  
My Commission expires:

