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April 6, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Northeast Florida Sailboat Rating Association, Inc.

Dear Sir/Madam:

Enclosed for filing on behalf of Northeast Florida Sailboat Rating, Inc. are the following documents:

1. Original and one copy of Articles of Incorporation ("Articles"); and.
2. Original and one copy of Registered Agent Designation.

Also enclosed is this firm's check in the amount of \$122.50, representing the requisite filing and certification fees. Please forward a certified copy of the Articles to me in the enclosed, self-addressed envelope provided.

Thank you for your assistance.

Sincerely,

Hilde V. Howell
Hilde V. Howell,
Legal Assistant to
Stephen G. Prom, Esquire

SGP/hh
Enclosures
121984.1

FILED
98 APR -8 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY APR 9 1998

**ARTICLES OF INCORPORATION
OF
NORTHEAST FLORIDA SAILBOAT RATING ASSOCIATION, INC.
a Florida not-for-profit corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is **NORTHEAST FLORIDA SAILBOAT RATING ASSOCIATION, INC.** (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street address of the principal office and the mailing address is 101 Century 21 Drive, Suite 107, Jacksonville, Florida 32216.

**ARTICLE III
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE IV
PURPOSES, LIMITATIONS AND DISSOLUTIONS**

Section 4.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and its primary purpose is to promote and foster the understanding of and participation in the art and science of multidesign sailboat sailing through education and development of a system of sailboat design, construction, and performance evaluation criteria.

Section 4.2 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that 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 Section 4.1 of this Article. No substantial part of the activities of the Corporation shall be the carrying 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.3 Dissolution. Upon the dissolution of the Corporation, the board of directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes and having its or their principal place of business in Duval County, Florida, as the board of trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE V

POWERS

Subject to the restrictions and limitations set forth in Article 3, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign Corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest

and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purposes or purposes.

ARTICLE VI **MEMBERSHIP**

Section 6.1 Nonstock Basis. The Corporation is organized upon a nonstock basis. Membership may, but need not, be evidenced by a certificate of membership.

Section 6.2 Members. The members of the Corporation shall be those persons who shall meet the requirements set forth in the Bylaws of the Corporation.

Section 6.3 No Voting Rights Members of the Corporation shall have such voting rights as provided in the Bylaws:

ARTICLE VII **BOARD OF DIRECTORS**

Section 7.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the board of directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 7.2 Number and Election. The number of directors constituting the initial board of directors is four (4). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3) nor more than fifteen (15). The directors shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

Section 7.3 Directors. The name and address of each person who is to serve as an initial director until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
1. Stephen G. Prom	Barnett Center, Suite 3100 50 North Laura Street Jacksonville, FL 32202

2. Winston H. Aston 4043 Richmond Park Dr. East
Jacksonville, FL 32224
3. Philip L. Sullivan 1331 Bellemeade Boulevard
Jacksonville, FL 32211
4. Robert Lyman 4003 Collins Road
Orange Park, FL 32073

ARTICLE VIII INDEMNIFICATION

Subject to the bylaws, the board of directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE IX BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only as provided in the Bylaws.

ARTICLE X INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is Barnett Center, Suite 3100, 50 North Laura Street, Jacksonville, FL 32209, and the name of its initial registered agent at such address is Stephen G. Prom.

ARTICLE XI INCORPORATOR

The name and street address of the incorporator of the Corporation is:

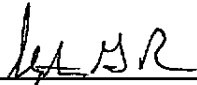
Stephen G. Prom	Barnett Center, Suite 3100 50 North Laura Street Jacksonville, FL 32202
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ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended only by the Board of Directors of the Corporation.

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 26th day of March, 1998.

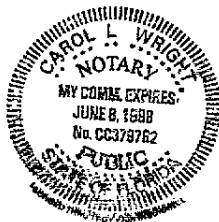
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 26th day of March, 1998.

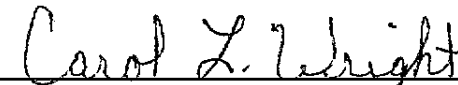


Stephen G. Prom

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th day of March, 1998, by Stephen G. Prom, who is ☒ personally known to me or ☐ has produced Fla. Drivers License No. P650-787-54-248-0 as identification.





Notary Public, State of Florida
Print Name: _____
Commission No.: _____
Commission expires: _____

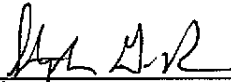
**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That NORTHEAST FLORIDA SAILBOAT RATING ASSOCIATION, INC., a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being at Barnett Center, Suite 3100, 50 North Laura Street, Jacksonville, FL 32202, County of Duval, State of Florida, has named Stephen G. Prom as its registered agent to accept service of process within this state.

3/26/98

Date



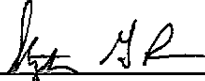
Stephen G. Prom, Incorporator

ACCEPTANCE

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

3/26/98

Date



Stephen G. Prom

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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