

# DAVID S. KAUFMAN, P.A.

P.O. Box 430833

SOUTH MIAMI, FLORIDA 33243-0833

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E-Mail: dk2943@worldpass.net

N98000002130

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/13/98--01139--006  
\*\*\*\*122.50 \*\*\*\*122.50

re: Multihull Association of South Florida, Inc.  
A Not for Profit Corporation

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for **Multihull Association of South Florida, Inc., a Not for Profit Corporation**, together with my office check in the sum of One hundred twenty-two and --- 50/100 dollars (\$122.50), made payable to the Florida Secretary of State for filing fees for this corporation. Also enclosed is a self-addressed stamped envelope for return of a certified copy of the Articles of Incorporation.

Thank you very much for your attention to this matter.

Very truly yours,

David S. Kaufman

encls.

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98 APR 13 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**FOR**

**MULTIHULL ASSOCIATION OF SOUTH FLORIDA, INC.**

A Not-for-profit Corporation

I, DAVID S. KAUFMAN, hereby form a not-for-profit corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of Florida Statutes, and do hereby certify the following:

**ARTICLE I**

The name of the corporation is: **MULTIHULL ASSOCIATION OF SOUTH FLORIDA, INC.** The mailing address of the corporation is:

2506 Sugarloaf Lane  
Ft. Lauderdale, Florida 33312

**ARTICLE II**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III**

The general nature of the objects and purposes of this Corporation shall be:

1. To establish and maintain an association of persons interested in boats consisting of more than one hull and to establish and coordinate activities relating to boats with more than one hull.
2. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation shall require for the benefit of the Corporation and not for pecuniary profit.
3. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the Corporation may acquire, take, receive, hold, own, administer, distribute and dispose of, gifts or donations of property, real, personal or mixed, designated by the donors for causes or objects herein above mentioned, or any or either of them.

4. The general purposes for which this Corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

5. The purposes for which this Corporation is formed are not for financial gain, and no financial gain shall ever accrue to any person or institution in the conduct of same, but any receipts of this Corporation in excess of the expenses of operating and maintaining same shall be applied by the Board of Directors of the Corporation to carry out the purpose(s) of this Corporation.

6. The foregoing purposes shall be construed as both objects and powers and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Corporation to do and perform any and all acts of services that maybe incidental or necessary to carry out the above purposes or to otherwise engage in any lawful act or activity for which a not for-profit corporation may be organized under the laws of the State of Florida.

7. The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

#### ARTICLE IV

Qualifications, voting, and the rights of Members, shall be set forth in the By-Laws of the Corporation. Such Members, if any, may be composed of one or more classes, with such differences and qualifications, voting rights and manner of election for appointment as shall be set forth in the By-Laws.

#### ARTICLE V

The names and addresses of the initial Board of Directors are:

Lyman White  
2090 S.W. 28<sup>th</sup> Avenue  
Ft. Lauderdale, Florida 33312

Steve Alley  
300 N.E. 5<sup>th</sup> Avenue  
Boca Raton, Florida 33432

David Goldberg  
9511 Conch Shell Manor  
Plantation, Florida 33324

Walter Steinhard  
18081 Biscayne Boulevard #T4N-401  
North Miami Beach, Florida 33160

No Director shall receive compensation. However, reimbursement for any expenses incurred shall be as authorized and approved by the Board of Directors.

## ARTICLE VI

Officers of the corporation shall be as elected by the membership of the Corporation, as provided in the by-laws. Those positions shall be: Commodore, Vice Commodore, Secretary and Treasurer, and such other officers as the By-Laws of this Corporation may authorize. The following persons shall serve as corporate officers:

Commodore: PRESIDENT	John Van Leer 1200 N.E. 89 Street Miami, Florida 33138
Vice Commodore: VICE PRES.	Lee Hertz 21123 N.E. 23 <sup>rd</sup> Street Miami, Florida 3313
Secretary:	Karen Kaufman 8000 S.W. 120 <sup>th</sup> Street Miami, Florida 33156
Treasurer:	John Teloh 2506 Sugarloaf Lane Ft. Lauderdale, Florida 33312

## ARTICLE VII

The management and control of the Corporation shall be vested in the Board of Directors, whose number, powers, function, jurisdiction, duties and responsibilities shall be as follows:

1. There shall not be less than three (3) Directors. The Board of Directors shall be elected by the members of the Corporation. The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

2. The initial Directors, as set forth in Article V, above, shall be deemed to have been set in office as of the time these Articles are approved and filed with the Secretary of State of the State of Florida. These directors shall serve until the next annual election of Directors and until their successors shall be qualified or until their earlier resignation, removal or death.

3. In the event there is a vacancy on the Board of Directors prior to said annual election, whether caused by resignation, removal, death or expansion of the Board, or termination as hereinafter provided, no replacement shall be named, so long as the remaining

Directors constitute the minimum required. If it becomes necessary to appoint or elect a new Director, such position shall be filled in accordance with the by-laws.

### ARTICLE VIII

The power to adopt, alter, amend or appeal the By-Laws shall be solely vested in the Members in accord with the by-laws. Any amendment to the fly-Laws shall be binding on all Members, if any, of this Corporation.

### ARTICLE IX

The street address of the initial registered office of the corporation is

6360 S.W. 84th Street  
Miami, Florida 33143-8029

The name of the corporation's initial registered agent at said address is:

David S. Kaufman

### ARTICLE X

To the end that the foregoing purposes and any other related purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said purposes, this Corporation shall have the power to:

1. Acquire, either by gift, grant, purchase, devise or bequest, and to hold own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the Corporation or in any other manner, and for its benefit and in its behalf through such persons or agents as it may determine or select from time to time; to receive donations, gifts, and endowments, and to administer the same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for the purposes set forth above, and not for pecuniary profit of any Individual(s).
2. Formulate and adopt fly-Laws and to alter and rescind the same, provided, however, that said By-Laws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.
3. In general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

4. Notwithstanding anything contained herein to the contrary, the powers of this Corporation are expressly limited to those of any organization described in Section 501(c) (3) of the Internal Revenue Code.

#### ARTICLE XI

This Corporation may dissolved only pursuant to the agreement of two-thirds (2/3s) of the Members. In the event of such dissolution, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the Corporation, dispose of all of 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 purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (2) of the Internal Revenue Code of 1988 (or the corresponding provision of any future United States Internal Revenue Laws) , as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida, if Miami-Dade County is then the location of the principal office of the Corporation, or by Circuit Court (or equivalent thereof) of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XII

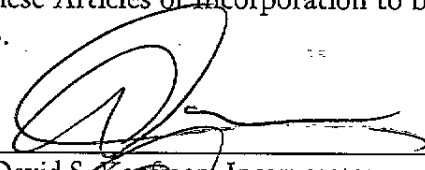
The name and street address of the incorporator is:

David S. Kaufman  
6360 S.W. 84 Street  
Miami, Florida 33143-8029

#### ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the Undersigned, being the sole Subscriber and Incorporator of this Corporation, for the purpose of forming this non-profit Corporation under the laws of the State of Florida, has caused these Articles of Incorporation to be executed at Miami, Florida, this 9 day of April, 1998.

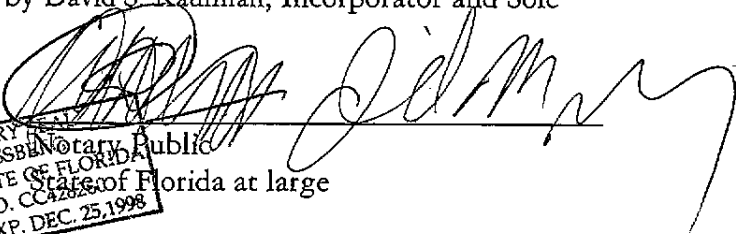
  
David S. Kaufman, Incorporator

  
David S. Kaufman, Resident Agent

STATE OF FLORIDA       )  
                                  ) SS: \_\_\_\_\_  
COUNTY OF DADE       )

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 9 day of April, 1998, by David S. Kaufman, Incorporator and Sole Subscriber, personally known to me.

My Commission Expires:

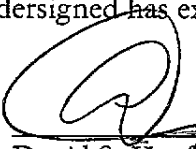
  
OFFICIAL NOTARY PUBLIC  
DAVID M. GLASS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC42866  
MY COMMISSION EXP. DEC. 25, 1998

State of Florida at large

### ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for the MULTIHULL ASSOCIATION OF SOUTH FLORIDA, INC., a not-for profit corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 9 day of April, 1997.

  
David S. Kaufman, Resident Agent

FILED  
98 APR 13 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA