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Lensco Paralegal Services, Inc.



Member Florida Paralegal Association
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Performing Criminal & Civil Appellate Post Conviction Litigation For Attorneys Nationwide

From The Desk Of:
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February , 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/24/98--01109--016
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Ski For All Watersports, Inc..
Additionally, we have enclosed a money order in the amount of \$ 70.00 for filing fees.

Your cooperation in this matter, is, as always, sincerely appreciated.

I remain,

Respectfully Yours,

LEONARD YANKEE GAVE
AUTHORIZATION BY PHONE TO
CORRECT P.O. ADDRESS
DATE 4-28-98
DOC. EXAM 9N

Leonard W. Yanke, Pres.
Lensco Paralegal Services, Inc.

lwy/cv
cc: file.

FILED
98 APR 24 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 4-28-98

1 **ARTICLES OF INCORPORATION OF**
2 **SKI FOR ALL WATERSPORT CLINIC INC.**
3 **A NOT FOR PROFIT FLORIDA CORPORATION**

4
5 **ARTICLE I**
6 **CORPORATE NAME**

7
8 The name of this Corporation is. **SKI FOR ALL WATERSPORT CLINIC INC.**

9
10
11 **ARTICLE II**
12 **CORPORATE NATURE**

13
14 This is a nonprofit Corporation organized pursuant to the Florida Corporations Not for
15 Profit Law set forth in Chapter 617 of the **Florida Statutes**.

16
17
18 **ARTICLE III**
19 **DURATION**

20
21 The term of existence of the Corporation is perpetual.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 **ARTICLE IV**

2 **SPECIFIC PURPOSE**

3
4 A non-profit corporation established to be an introduction and ongoing opportunity for
5 handicapped children to learn to ski.

6 **ARTICLE V**

7 **MANAGEMENT OF CORPORATE AFFAIRS**

8
9 **A. Board of Directors.** The power of this Corporation shall be exercised, its properties
10 controlled and its affairs conducted by a Board of Directors consisting of not less than three (3)
11 persons and not more than nine (9) persons. The initial number of Directors of the Corporation
12 shall be three (3), provided, however, that such number may be changed pursuant to the Bylaws
13 duly adopted by the Board. At all times the member of the Board of Directors shall consist of an
14 odd number and shall be divided as equally as the number of Directors will permit into three (3)
15 classes: Class 1, Class 2, and Class 3.
16

17
18 The term of office for all Directors shall be two (2) years except for the term of office of
19 the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of
20 the initial Class of Director(s) shall expire two (2) years thereafter, and the term of office of the
21 initial Class 3 Director(s) shall expire two (2) years thereafter.
22
23
24
25

1 The name and address of such initial members of the Board of Directors are as follows:

2	3	4	5	6	7	8	9
	Name		Address				
	Dave Richter		Post Office Box 2874				
			Winter Haven, Florida				
	Melanie Phillips		Post Office Box 2874				
			Winter Haven, Florida				
	Robert Buma		RR # 22				
			Cambridge, Ontario Canada N3C 2V4				

10 It is the intent of these Articles that, at all times hereafter, the Directors shall be classified
11 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly
12 as the number of Directors will permit, one-third of the Directors of this Corporation shall be
13 elected at each annual meeting of the Corporation.

14
15 Any action required or permitted to be taken by the Board of Directors under any
16 provision of law may be taken without a meeting, if a majority of members of the Board shall
17 individually or collectively consent in writing to such action. Such written consent or consents
18 shall be held with the minutes of the proceedings of the Board, and any such action by written
19 consent shall have the same force and effect as if taken by vote of the Directors. Any certificate
20 or other document filed under any provision of law which relates to actions so taken shall state
21 that the action was taken by written consent of the Board of Directors without a meeting. Such a
22 statement shall be prima facie evidence of such authority.
23
24
25

1 **B. Corporate Officers.** The Board of Directors shall elect the following officers:
2 President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the
3 Corporation may authorize the Directors to elect from time to time. Initially, such officers shall
4 be elected at the first annual meeting of the Board of Directors. Until such election is held, the
5 following persons shall serve as corporate officers:
6

Title	Name
President	Dave Richter
Vice President	Melanie Phillips
Secretary-Treasure	Robert Buma

7
8
9
10
11
12
13 **ARTICLE VI**
14 **EARNINGS AND ACTIVITIES OF CORPORATION**
15

16 **A.** No part of the net earnings of the Corporation shall inure to the benefit of, or be
17 distributable to its members to Directors, officers or other private persons, except that the
18 Corporation shall be authorized and empowered to pay reasonable compensation for services
19 rendered and to make payments and distributions in furtherance of the purposes set forth in
20 **Article IV** hereof.
21

22 **B.** Notwithstanding any other provision of these Articles, this Corporation shall not
23 engage in any activities or exercise any powers that are not in furtherance of the purposes of this
24 Corporation.
25

1 **ARTICLE VII**

2 **DISTRIBUTION OF ASSETS**

3
4 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making
5 provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of
6 the Corporation exclusively for the purposes of the Corporation in such manner, or to such
7 organization or organizations organized and operated exclusively for charitable, educational,
8 religious or scientific purposes as shall at the time qualify as an exempt organization or
9 organizations under **Section 501(c3)** of the **Internal Revenue Code of 1954** (or the
10 corresponding provision of any future United States Internal Revenue Law), as the Board of
11 Directors shall determine. And such assets not so disposed of shall be disposed of by a Court of
12 competent jurisdiction in the county in which the principal office of the Corporation is then
13 located, exclusively for such purposes.
14

15
16 **ARTICLE VII**

17 **MEMBERSHIP**

18
19 The qualification of members and the manner of their admission shall be regulated by the
20 Bylaws of the Corporation.
21
22
23
24
25

1 ARTICLE VIII

2 SUBSCRIBERS

3
4 The names and addresses of the Subscribers of this Corporation are as follows:

5	6 Name	7 Residential Address
8	Dave Richter (Class 1)	Post Office Box 2874 Winter Haven, Florida 33883
9	Melanie Phillips (Class 2)	Post Office Box 2874 Winter Haven, Florida 33883
10	Robert Buma - (Class 3)	RR # 22 Cambridge, Ontario Canada N3C 2V4

12
13 ARTICLE IX

14 DIRECTOR CONFLICT OF INTEREST

15
16 A. No contract or other transaction between the Corporation and one or more of its
17 Directors, or between the Corporation and any other Corporation, firm, association or other
18 entity, in which one or more of its Directors are Directors or officers, or are financially
19 interested, shall be either void or voidable for this reason alone or by reason alone that such
20 Director or Directors are present at the meeting of the Board of Directors or of a committee
21 thereof which approves such contract or transaction or that his or their votes are counted for
22 such purposes.
23
24
25

1 1. If the fact of such criminal Directorship, officership or financial interest is disclosed or
2 known to the Board or committee, and the Board of committee approves such contract or
3 transaction by vote sufficient for such purpose without counting the vote or votes of such
4 interested Director or Directors; or

5
6 2. If such common Directorship, officership or financial interest is disclosed or known to
7 the members entitled to vote thereon, and such contract or transaction is approved by vote of the
8 members; or
9

10
11 3. If the contract or transaction is fair and reasonable as to the Corporation at the time the
12 Board, a committee of the members, approves it.

13
14 B. Common or interested Directors may be counted in determining the presence of a
15 quorum at a meeting of the Board of Directors or of a committee, which approves such contract
16 or transaction.
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1 **ARTICLE X**
2 **AMENDMENT OF BYLAWS**
3

4 Subject to the limitations contained in the Bylaws, and any limitations set forth in the
5 Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be
6 authorized or approved by the members of the Corporation, the Bylaws of this Corporation may
7 be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of
8 the Board of Directors, or by following the procedure as set forth therefor in the Bylaws.
9

10 **ARTICLE XI**
11 **DEDICATION OF ASSETS**
12

13 The property of this Corporation is irrevocably dedicated to promoting the purposes set
14 forth in **Article IV** hereof, and no part of the net income or assets of this Corporation shall ever
15 inure to the benefit of any director, officer or member thereof, or to the benefit of any private
16 individual.
17

18 **ARTICLE XII**
19 **REGISTERED AGENT AND OFFICE**
20 **PRINCIPAL OFFICE**
21

22 The address of the Corporation's registered office shall be Post Office Box 2874 (850
23 East Lake Elbert Drive N.E.), Winter Haven, Florida 33883 and the name of its registered agent
24 at said address shall be Dave Richter.
25

1 **ARTICLE XIII**

2 **AMENDMENT OF ARTICLES**

3
4 Amendments to these Articles of Incorporation may be proposed by a resolution adopted
5 by the Board of Directors and presented to a quorum of members of their vote in the manner set
6 forth in the Bylaws of this Corporation.
7

8
9 We the undersigned, being the Subscribers and Incorporators of this Corporation, for the
10 purpose of forming this non-profit Corporation under the laws of the State of Florida, have
11 executed these Articles of Incorporation, this ____ day of _____, 1998.
12

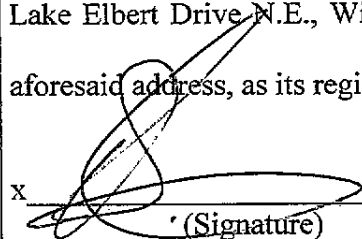
13	Name	Address
14		
15	Dave Richter (Class 1)	Post Office Box 2874
16		Winter Haven, Florida
17	Melanie Phillips (Class 2)	Post Office Box 2874
18		Winter Haven, Florida
19	Robert Buma (Class 3)	RR # 22
20		Cambridge, Ontario Canada N3C 2V4
21		
22		
23		
24		
25		

1 ARTICLE XIV

2 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

3
4 PURSUANT TO FS § 617.0501, THE UNDERSIGNED CORPORATION,
5 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
6 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
7 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.
8

9
10 The above corporation, organized under the laws of the State of Florida with its
11 registered office as indicated in the Articles of Incorporation at Post Office Box 2874 (850 East
12 Lake Elbert Drive N.E., Winter Haven, Florida 33883 has named Dave Richter, located at the
13 aforesaid address, as its registered agent to accept service of process within the state.

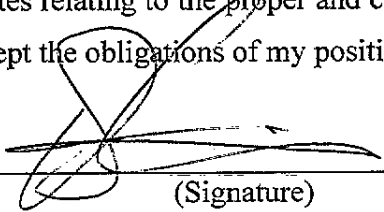
14
15  (Signature)

16 Dave Richter
17 850 East Lake Elbert Drive N.E.,
18 Winter Haven, Florida 33883

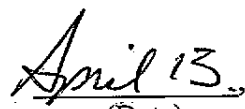
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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19 Having been named as registered agent and to accept service of process for the above
20 stated corporation at the place designated in this certificate, I hereby accept the appointment as
21 registered agent and agree to act in this capacity. I further agree to comply with the provisions of
22 all statutes relating to the proper and complete performance of my duties, and I am familiar with
23 and accept the obligations of my position as registered agent.

24  (Signature)

25 Dave Richter
850 East Lake Elbert Drive N.E.,
Winter Haven, Florida 33883

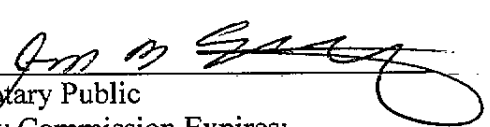
 April 13, 1998
(Date)

1 STATE OF FLORIDA)
2)s.s:
3 COUNTY OF POLK)

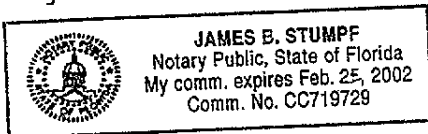
4 BEFORE ME, the undersigned authority, personally appeared Dave Richter, to me
5 known to be the person who executed the foregoing Articles of Incorporation and he
6 acknowledged to and before me that he executed such instrument.

7
8 IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of

9 _____, 1998.

10
11 
12 Notary Public
13 My Commission Expires: _____

14 [Seal]



1 STATE OF FLORIDA)

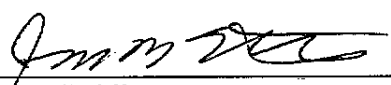
)s.s:

2 COUNTY OF POLK)

3
4 BEFORE ME, the undersigned authority, personally appeared Melanie Phillips, to me
5 known to be the person who executed the foregoing Articles of Incorporation and he
6 acknowledged to and before me that he executed such instrument.

7
8 IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of

9 APRIL, 1998.

10
11 
12 Notary Public

My Commission Expires: _____



13 [Seal]



JAMES B. STUMPF
Notary Public, State of Florida
My comm. expires Feb. 25, 2002
Comm. No. CC719729

1 STATE OF FLORIDA)

)s.s:

2 COUNTY OF POLK)

3
4 BEFORE ME, the undersigned authority, personally appeared Robert Buma, to me
5 known to be the person who executed the foregoing Articles of Incorporation and he
6 acknowledged to and before me that he executed such instrument.

7
8 IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of


9 APRIL, 1998.

10
11 
12 Notary Public

My Commission Expires: LIFE

13 DAVID MICHAEL TUGENDER

14 [Seal]

15 
16 ROBERT BUMA.

17
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FILED
98 APR 24 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA