

N 98000002993

JANE KATES  
1012 Maldonado Drive  
Pensacola Beach, Florida 32561

May 20, 1998

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

300002533433--2  
-05/22/98--01078--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Camp Cadima Corporation

Dear Sir or Madam:

Enclosed please find an original of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 which represents fees with respect to receiving, filing and indexing of the Articles of Incorporation and Designation of Registered Agent.

If you have any questions with reference to this filing, please let me know as soon as possible.

Sincerely,

*Jane Kates*  
Jane Kates

Enclosures

FILED  
98 MAY 22 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CAMP CADIMA CORPORATION**  
  
(A Corporation Not-For-Profit)

The undersigned hereby adopts these Articles of Incorporation to form a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE I**

**Name and Address**

The name of the corporation shall be **CAMP CADIMA CORPORATION**. The street address of the corporation's initial principal office and mailing address shall be 1012 Maldonado Drive, Pensacola Beach, Florida 32561.

**ARTICLE II**

**Duration**

The corporation shall have perpetual existence.

**ARTICLE III**

**Purpose Clause**

The purposes for which this corporation is organized include, but not be limited to, providing educational, recreational, and character building programs for the children of the community through activities consisting of: (i) conducting camp clinics for students in elementary through junior high school; (ii) stimulating interest in its programs through the use of film and other instructional devices; (iii) encouraging youth participation in activities designed to enhance self-esteem; and (iv) encouraging good sportsmanship in youth.

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## **ARTICLE IV**

### **Restrictions**

A. This corporation does not contemplate pecuniary gain or profit to its members, directors or officers and no part of any net earnings of the corporation shall inure to the benefit of any member, director, officer or other individual; however, nothing herein shall prohibit the corporation from paying its officers and directors reasonable compensation for services rendered to or for the corporation, nor from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to or for the corporation.

B. All of the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the United States of America, the State of Florida, the County of Escambia, State of Florida, the City of Pensacola, Florida or other local government. In no event shall the assets or the property of the corporation, or the proceeds of any of such assets or property, upon dissolution, go or be distributed to members [unless such member qualifies as a organization described under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended], either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose, other than as provided in paragraph A of this Article.

## **ARTICLE V**

### **Capital Stock**

The corporation is organized under a non-stock basis.

## **ARTICLE VI**

### **Members**

The corporation shall have members, unless the by-laws shall provide that the corporation shall not have members. Qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the by-laws. If the by-laws provide that the corporation shall not have members, the board of directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these articles of incorporation.

## **ARTICLE VII**

### **Initial Board of Directors**

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3). Qualification, voting and other rights of such directors and the manner of their election or appointment shall be as set forth in the by-laws. The names and addresses of the initial directors of this corporation are:

Jane Kates  
1012 Maldonado Drive  
Pensacola Beach, FL 32561

Ross Goodman  
316 S. Baylen Street  
Pensacola, FL 32501

Martin Lehrman  
4521 Bohemia Drive  
Pensacola, FL 32504

## **ARTICLE VIII**

### **Officers and Directors**

The officers of the corporation shall occupy those positions designated in the by-laws, and the officers and directors shall be elected and shall govern in accordance with the provisions of the by-laws.

## **ARTICLE IX**

### **Indemnification**

This corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act and the Florida Business Corporation Act from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be

deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members (if any) or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

## ARTICLE X

### Incorporator

The name and address of the incorporator is as follows:

| <u>Name</u> | <u>Address</u>                                    |
|-------------|---|
| Jane Kates  | 1012 Maldonado Drive<br>Pensacola Beach, FL 32561 |

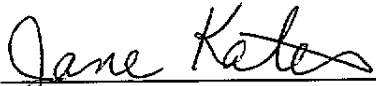
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## ARTICLE XI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1012 Maldonado Drive, Pensacola Beach, Florida 32561 and the name of the initial registered agent of this corporation at that address is Jane Kates.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, I have executed these Articles of Incorporation, this 20 day of May, 1998, as an incorporator.

  
\_\_\_\_\_  
Jane Kates,  
Incorporator

STATE OF FLORIDA           )  
  )  
COUNTY OF ESCAMBIA    )

Before me, the undersigned Notary Public in and for said County and State, personally appeared

Jane Kates, known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same.

IN WITNESS WHEREOF, I have set my hand and seal this 20<sup>th</sup> day of May, 1998.



LYDIA BRACKETT  
My Commission CC585076  
Expires Aug. 17, 2000

Lydia Brackett (SEAL)  
Notary Public in and for said  
County and State

Acceptance of Registered Agent

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Jane Kates  
Jane Kates  
Registered Agent

Date May 20, 1998

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