

# N98000005256

Mike Hill

Requestor's Name

145 Baker Ct

Address

Panama City, FL 32411 905-715311

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Bay County Association of Dive Operators, Inc  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

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☒ Certified Copy

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☒ Will wait

☐ Photocopy

☐ Certificate of Status

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TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA NON-PROFIT CORPORATION**

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation is Bay County Association of Dive Operators, Inc.

**ARTICLE II**

**CORPORATE ADDRESS**

The principal place of business of this Corporation will be 1415 Baker Court, Panama City, Florida, 32401.

**ARTICLE III**

**CORPORATE NATURE**

This is a non-profit corporation, organized solely for promotion of recreational diving, environmental educational, and enhancing marine life, ocean environs and marine habitat pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes and it will act as a service provider and direct support organization as set forth in Article IV hereof.

**ARTICLE IV**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V**

**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation are formed:

A. For the advancement of recreational diving, environmental educational, and enhancing marine life, ocean environs, and marine habitat and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The specific and exclusive purpose of this corporation is to operate as a service provider and direct-support organization to receive, hold, invest, and administer property and to make expenditures to or for the benefit of

environmental educational, enhancement of marine life, improvement of ocean environs, and developing marine habitat to enhance recreational diving.

C. To operate exclusively in any other manner for such charitable, education, and societal purposes as will qualify it as an exempt organization under 501 (c) (3) of the Internal Revenue Code of 1954 as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## **ARTICLE VI**

### **MANAGEMENT OF CORPORATE AFFAIRS**

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of five persons initially. The number of directors may be increased or decreased from time to time and shall serve a term of office as provided in the Corporate Bylaws.

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 actions 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 directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Mr. Pete Bedford, 106 Thomas Drive, Panama City Beach, Florida, 32408

Mr. Scott Donaldson, 8127 S. Lagoon Drive, Panama City Beach, Florida, 324408

Mr. Mike Gomez, 4823 Thomas Drive, Panama City Beach, Florida 32408

Mr. R. Michael Hill, 1415 Baker Court, Panama City, Florida 32401

Mr. Robert Taylor, 109-B West 23rd Street, Panama City, Florida 32405

## **ARTICLE VII**

### **EARNINGS AND ACTIVITIES OF CORPORATION**

A. 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 Article V hereof.

B. No substantial part of the activities of the corporation shall be the carrying on 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this corporation.

## **ARTICLE VIII**

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

### **MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

## **ARTICLE X**

### **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not-For-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a resolution of the Board of Directors.

## **ARTICLE XI**

### **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational, charitable, social purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## **ARTICLE XII**

### **REGISTERED AGENT AND ADDRESS**

The address of the corporation's registered office shall be 1415 Baker Court, Panama City, Florida, 32401, and the name of its registered agent at said address shall be R. Michael Hill.

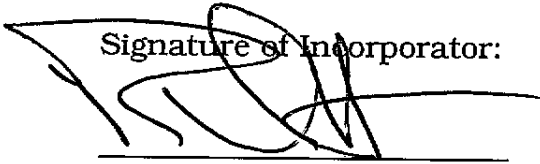
**ARTICLE XIII**

**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

The undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of September, 1998.

Signature of Incorporator:

A handwritten signature in black ink, appearing to be "R. Michael Hill", written over a horizontal line.

... R. Michael Hill

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Bay County Association of Dive Operators, Inc.

2. The name and address of the registered agent and office is:

R. Michael Hill  
1415 Baker Court  
Panama City, Florida 32401

Having been named as registered agent and to accept service of process  
for the above stated corporation at the place designated in this  
certificate, 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.



R. Michael Hill

15 September 1998  
(Date)

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TALLAHASSEE, FLORIDA