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DENNIS R. LONG
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MAILING ADDRESS:

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PALM HARBOR, FL 34682-1020

February 16, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

000002779360--3.
-02/18/99--01057--020
****122.50 *****78.75

Re: **CLEARWATER BEACH OUTRIGGER CANOE CLUB, INC.**
a Florida Non-Profit Corporation

Dear Sir:

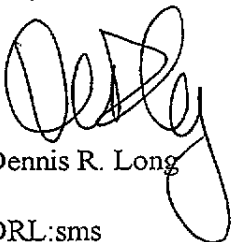
Enclosed please find the original and one copy of the Articles of Incorporation of the above-named corporation. Also enclosed is a check in the amount of \$122.50 to cover the following fees:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copy

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

Thank you very much for your cooperation in this matter.

Very truly yours,


Dennis R. Long

DRL:sms
Enclosures

S-C:CORP COVER LTR

Dmc
2/19/99

FILED
99 FEB 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLEARWATER BEACH OUTRIGGER CANOE CLUB, INC.
a Florida Non-Profit Corporation

FILED
99 FEB 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, being desirous of forming a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be the CLEARWATER BEACH OUTRIGGER CANOE CLUB, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable, educational, social, athletic and historical purposes, including, for such purposes:

A. To sponsor events of all types, including but not limited to outrigger canoe and beach events, barbecues, festivals, and other promotions for the purposes of raising money to be donated to other 501(c)(3) charitable organizations under the Internal Revenue Code.

B. To engage in any and all other lawful business activities permitted any similar corporation under the laws of the United State and State of Florida which will further the above purpose.

ARTICLE IV - POWERS

This corporation shall have all powers granted by law to not-for-profit corporations subject

to the following limitations:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof. 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. Notwithstanding any other provisions 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

B. No member, trustee, officer or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of 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 charitable, education, religious or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so

disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, 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 said court shall determine, which are organized and operated exclusively for such purposes.

C. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

F. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

G. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V - MEMBERSHIP

The membership of this corporation shall include members as provided in the corporation's

bylaws without limitation as to race, gender, national origin, religious affiliation, or physical abilities. All members shall have the same rights and privileges and each member shall be entitled to one (1) vote on all corporate matters requiring a vote of the membership. Except as otherwise provided by law, the members in attendance at any duly called meeting shall constitute a quorum and the majority vote of the members in attendance shall govern as to all matters requiring a vote of the membership.

ARTICLE VI - BOARD OF DIRECTORS

The business affairs of the corporation shall be managed by the Board of Directors. Initially, the corporation shall have a Board of Directors consisting of three (3) members whose names and addresses are as follows:

Michael Preston
419 E. Shore Drive
Clearwater, FL 33767

Rocco Capabianco
425 Timber Lane
Palm Harbor, FL 34683

Andrew Gerber
1000 Bay Pines Blvd.
Indian Rocks Beach, FL 33785

The number of directors which shall constitute the Board, may from time to time hereafter, be increased or decreased pursuant to any bylaw which shall have been enacted or more specifically ratified by an affirmative vote of the membership of the corporation at any annual meeting or at any special meeting called for such purpose, provided, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The manner of election of the Board of Directors is stated in the corporate bylaws.

ARTICLE VII - OFFICERS

The officers of the corporation shall President, Vice-President, and Secretary/Treasurer, and such other officers as may be provided in the bylaws.

The names of the initial officers are as follows:

<u>President:</u>	Janet Baustert
<u>Vice-President:</u>	Adam Friedman
<u>Secretary/Treasurer:</u>	Andrew Gerber

The officers shall be elected in the manner provided in the bylaws.

ARTICLE VIII - BYLAWS

The Board of Directors of the corporation may provide and adopt such bylaws that are necessary to conduct the business of the corporation and necessary for the carrying out of the corporation purposes.

ARTICLE IX - PRINCIPAL BUSINESS ADDRESS REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation shall be 419 E. Shore Drive, Clearwater, Florida 33767.

The registered agent for the corporation shall be Dennis R. Long, Esq., whose address is 31608 U.S. Highway 19 North, Palm Harbor, Florida 34684.

The registered office and registered agent provided for herein may be changed from time to time in the matter provided by law.

ARTICLE X - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors and such amendments may be proposed and adopted in the manner provided for in the bylaws.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: Rocco Capabianco, 425 Timber Lane, Palm Harbor, Florida 34683.

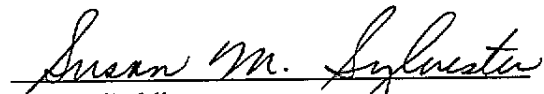
IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of

Incorporation to be adopted on the 12th day of Feb., 1999.


ROCCO CAPABIANCO

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12th day of Feb., 1999
by ROCCO CAPABIANCO, who is personally known to me or who has produced a Fla.
Driver's License as identification.


Notary Public

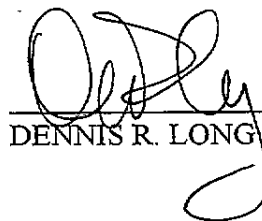


Susan M. Sylvester
MY COMMISSION # CC538795 EXPIRES
May 6, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, DENNIS R. LONG, having been designated and named as registered agent and to accept
service of process for **CLEARWATER BEACH OUTRIGGER CANOE CLUB, INC.**, at 31608
U.S. Highway 19 North, Palm Harbor, Florida 34684, hereby accept the appointment as registered
agent and agree to comply with the provisions of all statutes relating to the proper and complete
performance of my duties and am familiar with and accept the obligations of my position as registered
agent.

DATED: FEB. 12, 1999


DENNIS R. LONG

FILED
99 FEB 18 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA