

N99000002319

Michael A. Moon  
President  
Beachside Browns Backers  
P.O. Box 321246  
Cocoa Beach, Florida 32932-1246

April 7, 1999

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

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-04/12/99--01095--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Proposed Corporate Name - Beachside Browns Backers, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50.  
The check is to cover the following expenses:

Filing Fee:	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	<u>\$ 8.75</u>
Total	\$87.50

FROM: MICHAEL A. MOON  
P.O. Box 321246  
Cocoa Beach, Florida 32932-1246

Daytime Telephone: (407) 868-4611

Sincerely,

  
Michael A. Moon

FILED  
99 APR 12 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK APR 14 1999

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BEACHSIDE BROWNS BACKERS  
P.O. Box 321246  
Cocoa Beach, Florida 32932-1246

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DATE: 4-14-98 TIME: A.M. P.M.

TOTAL NUMBER OF PAGES: 3

Note: If you do not receive all pages, or you have  
a question, please call us at the number below.

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TO: Barbara Brock FROM: MICHAEL MOON  
Department of Corporations President

SUBJECT: CHANGES TO ARTICLES OF INCORPORATION

VERIFYING NUMBER: (407) 868-0425

COMPANY FAX NUMBER: (850) 487-6804

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COMMENTS:

Per your request, here are corrected pages 1 and 2. I made the  
changes also to the last page but understand you will make the  
change to the original.

Thanks for your assistance. If there is anything else I need to  
change, let me know.

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99 APR 12 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BEACHSIDE BROWNS BACKERS, INC.  
A NOT-FOR-PROFIT CORPORATION**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of the corporation shall be:

**BEACHSIDE BROWNS BACKERS, INC.**

**ARTICLE II - Principal Office and Mailing Address**

The address of the principal office and the mailing address of Beachside Browns Backers, Inc. is P.O. Box 321246, Cocoa Beach, Florida 32932-1246.

**ARTICLE III - Purpose**

A. Beachside Browns Backers, Inc. is organized exclusively for recreation related to Cleveland Browns Football, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. Beachside Browns Backers, Inc. is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that Beachside Browns Backers, Inc. shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of Beachside Browns Backers, Inc. shall inure to the benefit of, or be distributable to, Beachside Browns Backers, Inc.'s directors, officers, or other private persons, except that Beachside Browns Backers, Inc. 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 this Article. No substantial part of the activities of Beachside Browns Backers, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Beachside Browns Backers, Inc. shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, Beachside Browns Backers, Inc. shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event Beachside Browns Backers, Inc. is classified as a private foundation under Section 509 of the Code, Beachside Browns Backers, Inc. shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code; and Beachside Browns Backers, Inc. shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE IV - Manner in which Board Members are Appointed

The President and Board Members are volunteers. Any additional Board Members are to be voted on by the current Board.

#### ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of Beachside Browns Backers, Inc. is 530 South Brevard Avenue, # 312, Cocoa Beach, Florida 32931 and the name of the initial registered agent is Michael A. Moon.

#### ARTICLE VI - Directors

A. The initial number of directors of Beachside Browns Backers, Inc. shall be three.

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of Beachside Browns Backers, Inc., but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving Beachside Browns Backers, Inc. in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Michael A. Moon	P.O. Box 321246 Cocoa Beach, Florida 32932-1246
James Kelly	2044 Wasatch Avenue Melbourne, Florida 32935
Ron Hargett	139 Country Club Drive Melbourne, Florida 32940

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of Beachside Browns Backers, Inc..

#### ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael Moon	P.O. Box 321246 Cocoa Beach, Florida 32932-1246

#### ARTICLE VIII - Amendment to Articles

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

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### ARTICLE X - Term of Existence

The effective date upon which Beachside Browns Backers, Inc. shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE XI - Dissolution

A. Upon the dissolution of Beachside Browns Backers, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of Beachside Browns Backers, Inc., dispose of all the assets of Beachside Browns Backers, Inc. in a manner not inconsistent with the purposes of Beachside Browns Backers, Inc., including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of Beachside Browns Backers, Inc. is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 th day of April, 1999.

By: Michael A. Moon  
MICHAEL A. MOON

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of **BEACHSIDE BROWNS BACKERS, INC.**

By: Michael A. Moon  
MICHAEL A. MOON

FILED  
99 APR 12 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA