

N99000005433

TRANSMITTAL LETTER

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

SUBJECT: Manatee Cares Club, Inc.
(Proposed corporate name - must include suffix)

300002979933--2
-03/07/99--01111--015
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Elihu Wallace
Name (Printed or typed)

820 31st Street East
Address

Palmetto, FL 34221
City, State & Zip

(941) 722-1254
Daytime Telephone number

FILED
99 SEP - 7 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

TS 9/13/99

**ARTICLES OF INCORPORATION
of
MANATEE CARES CLUB, INC.**

(Preamble)

Is created for the express purpose of facilitating the formation of scope and delineating the manner and means by which Manatee Cares Club, Inc. shall carry on all functions necessary to ensure the operation of said corporation.

ARTICLE I

OFFICES

PRINCIPAL OFFICES

1.01 The principle office of the corporation shall be located in Manatee County, FL at 820 31st Street East, Palmetto, FL 34221.

1.02 The corporation shall have and continuously maintain in the State a registered office and a registered agent as required by the laws of the State of Florida and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

PURPOSE

The purpose of this organization is to instill discipline in youth by introducing children and youth to the game of golf. Children and youth participating in this program will:

- ☐ Learn and practice discipline supported by moral character development;
- ☐ Be introduced to game of golf and become proficient at the game;
- ☐ Develop mentoring relationships with golfers in the area;
- ☐ Have the opportunity to learn about careers in golfing;
- ☐ Challenged to seek some form of post-secondary training;
- ☐ Learn entrepreneurship skills (how to repair and/or make clubs)
- ☐ Set-up and work a small pro shop to learn about the business.

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ARTICLE III

BOARD OF DIRECTORS

2.01 The affairs of the corporation shall be managed by its Board of Directors. Directors must meet membership criteria as well.

2.02 The number of Directors shall be at least three (3). Each Director shall hold office for a maximum three (3) year term. He or she can resign or be terminated with a majority vote of the Directors in office, at which time a new Director will be elected by a quorum of the Directors.

ARTICLE IV

ATTENDANCE POLICY AND MEETING NOTICES

Regular Meetings

3.01 Quarterly meetings and a regular, annual meeting of the Board of Directors shall be held. The Board of Directors may provide, by resolution, the time and place for the additional regular meetings of the Board.

Special Meetings

3.02 Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board will determine the meeting place and notify the Directors.

Notice

3.03 Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by postal delivery or e-mail to each Director at the address shown by the records of the corporation. Any Director may waive notice of such meeting.

Quorum

3.04 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, Directors present may adjourn the meeting.

Compensation

3.05 Directors shall not receive any salaries for their services, but by resolution of the Board of Directors a fixed sum for Board expenses will be allowed for attendance at special meetings, conferences and conventions to enhance the professional development skills of Directors.

ARTICLE V

OFFICERS

4.01 The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. The Board of Directors may elect or appoint other officers, including Assistant Secretary and Assistant Treasurer, as it shall deem desirable.

Election and Term of Office

4.02 The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. The maximum term in office is two years.

Removal

4.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights of the officer removed.

Vacancies

4.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

President

4.05 The President shall be the principal executive officer of the corporation and shall supervise and control all of the business and affairs of the corporation. She or he shall preside at all meetings of the Board of Directors. She or he may sign, with the Secretary or any other proper officer of the corporation, authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, grants, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation and in general, she or he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice-President

4.06 In the absence of the President or in the event of her or his inability or refusal to act, the Vice President (or in the event there will be more than one Vice President, the Vice Presidents in order of their election) shall perform the

duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such duties as from time to time may be assigned to her or him by the President or Board of Directors.

Treasurer

4.07 The Treasurer shall have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks. The treasurer shall be selected in accordance with the provisions of Article V of these Bylaws and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her or him by the President or by the Board of Directors.

Secretary

4.08 The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for the purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporation records and of the seal of the corporation and affix the seal of the corporation on all documents, the execution of which, on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time assigned to her or him by the President or by the Board of Directors.

ARTICLE VI

CONTRACTS, GRANTS, CHECKS, DEPOSITS AND FUNDS

Contracts

5.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

5.02 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or the President of the corporation.

Deposits

5.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Gifts

5.04 The Board of Directors may accept, on behalf of the corporation any contribution, gift, bequest for the general purposes or for any special purpose of the corporation.

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director, officer or member or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event the organization is dissolved the assets of the corporation will be distributed to another 501(c)(3) tax exempt entity working to meet the unmet needs of youth in Manatee County, FL. No officer of the corporation will receive any funds.

ARTICLE IX

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent for the corporation is Elihu Wallace, 820 31st Street East, Palmetto, FL 34221.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are: Alonzo Strong, 2616 7th Avenue East, Palmetto, FL 34221.

Alonzo Strong Jr.
Signature/Incorporator

9/13/99
Date

I hereby accept the designation of Registered Agent.

Elihu Wallace
Signature/Registered Agent

9/13/99
Date

FILED
SEP - 7 PM 4:01
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TALLAHASSEE, FLORIDA