

Jul 31 03:42p

850 837 8121

p. 4

Division of Corporations

PO3000083996

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000244994 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : BRUCE A. HAUGHT, P.A.
Account Number : I19980000079
Phone : (850)837-7021
Fax Number : (850)837-8121

03 JUL 31 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA NON-PROFIT CORPORATION

SOUTH WALTON JR. TENNIS FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

TSA/01/03

((H03000244994 7)))

ARTICLES OF INCORPORATION
OF
SOUTH WALTON JR. TENNIS FOUNDATION, INC.
A Not-For-Profit Corporation

ARTICLE I - NAME

The name of this corporation is SOUTH WALTON JR. TENNIS FOUNDATION, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing unless dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be Sandestin Golf & Beach Resort, 9300 Emerald Coast Parkway, Destin, FL 32550-7268 and mailing address shall be P.O. Box 6055, Miramar Beach, FL 32550.

ARTICLE IV - CORPORATE PURPOSE

The purposes for which the corporation is organized for are:

1. The corporation is organized and operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986) or any future United States Internal Revenue Law.

2. 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 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 or; b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or; c) The corporation shall strive to obtain funds to be used for the benefit of the corporation, either through Grants, Endowments, Gifts, Charges, Devises, Bequests, Membership Dues or otherwise, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this corporation.

3. To solicit and receive grants, collect funds as may be given to the corporation by individuals, corporations (for-profit or not for profit) from charitable persons, firms and corporations, either absolutely or in trust (private or charitable) foundations (public or private) government agencies (local, state, or federal), or other similar organizations or

((H03000244994 7)))

FILED
03 JUL 31 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H03000244994 7)))

entities, by gift, conveyance, transfer, settlement, devise and bequest, or in any other manner or manners, lands buildings, bonds, shares of corporate stock, monies, clothing, food and any and all other kinds of property by any name and nature and to manage and invest the same; to dispose of in any manner, and to distribute in the discretion of the Directors, any portion of income and/or corpus of said gifts, but not part of such corpus or income shall inure to or be spent for the benefit of any private Director, director or individual, and no part of the activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

4. The Corporation shall engage, otherwise than as an insubstantial part of its activities, only in activities which in themselves are in furtherance of its stated purposes and upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

5. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V-GENERAL POWERS

To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein. To accept hold, administer, invest and disburse for such purposes or for other scientific, educational, literary, charitable or religious purposes.

ARTICLE VI-BOARD OF DIRECTORS

The affairs of the Corporation shall be managed and governed by its Board of Directors and such Officers as they shall designate to perform the Executive functions of the operation of the corporation. The Board of Directors shall be elected by the members of the corporation and shall also be members of the Corporation. The members of the Corporation shall consist of not less than three (3) persons. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

The initial board of directors are as follows:

Dennis Fortenberry
980 Allen Loop Dr.
Santa Rosa Beach, FL 32459

Christopher C. Petty
P.O. Box 6705
Destin, FL 32550

((H03000244994 7)))

((H03000244994 7)))

Colleen Spencer
P.O. Box 1535
Santa Rosa Beach, FL 32459

Timothy Fulmer
4460 Legendary Dr., Suite 100
Destin, FL 32541

Susan Smith
1441 Baytowne Cir.
Destin, FL 32550

ARTICLE VII-OFFICERS

The officers of the Corporation shall be a Chairperson, President, Secretary and Treasurer who shall perform the usual functions of these offices. The Board of Directors as provided in the Bylaws, may appoint Vice Presidents from time to time.

ARTICLE VIII-MEMBERS AND MEMBERSHIP

The membership of this Corporation shall consist of Citizens of the United States of good character and reputation admitted to membership as hereinafter provided:

- a) All persons herein named as Directors or Officers of the Corporation
- b) Other qualified persons supportive of the not-for-profit Corporations purposes, nominated by any member of this Corporation and elected to membership by a majority vote of the Board of Directors of this corporation.
- c) Any organization that is supportive of the not-for-profit Corporations purposes, nominated by and elected to membership by a majority vote of the Board of Directors of the Corporation.
- d) The Board of Directors at its discretion, may establish other membership classifications reflecting either a specific level of active support or of financial contribution of support by individuals or organizations. Such classifications may include, but not limited to: Supporting members, Sustaining members and or Advisory members.

ARTICLE IX-ANNUAL MEETING

The annual meeting of members and of the Board of Directors shall be held on the first Monday of November of each year. Special meetings may be called and held as provided in the Bylaws of this Corporation.

ARTICLE X- ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors at the first organizational meeting of The Board of Directors.

((H03000244994 7)))

((H03000244994 7))

Thereafter, the Bylaws of the corporation may be amended or adopted at any regular meeting or at any special meeting called for that purpose by majority vote of those Directors present and voting so long as they do not conflict with the provisions of these Articles. Proposed Bylaw amendments are to be furnished to each Director at least five (5) days prior to any such special meetings, and notice given to each director at least five (5) days prior to said special meetings.

ARTICLE XI- ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS APPLICATION THEREOF

The officers of Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special fund, purposes, or uses. The Corporation shall, at all times, reserve all rights over, interest in, and control of such contributions. The Corporation shall, have full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use so as to ensure that all contributions will be used to carry out its purposes as set out in Article III. If the Corporation is a beneficiary of any gift, devise or bequest subject to conditions subsequent with respect to the administration or alienation of the property, the Corporation shall at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE XII- GOVERNING LAW

The Laws of the State of Florida shall govern the operation of the Corporation. The Board of Directors, however, is prohibited from exercising any power of discretion granted under said laws that would be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Code and the corresponding regulations.

ARTICLE XIII-INDEMNIFICATION

There shall be no personal liability by members, officers, or directors for the obligations of the Corporation to the fullest extent permitted by law.

ARTICLE XIV- DISSOLUTION

Upon the Dissolution of the Corporation and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors shall dispose of all the assets of the Corporation in accordance with the provisions of Article IV.

ARTICLE XV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 385 Highway 98, Suite 220, Destin, FL 32541.

((H03000244994 7))

((H03000244994 7)))

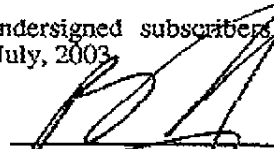
ARTICLE XVI - INCORPORATOR

The name and address of the person signing these articles is Bruce A. Haught, 385 Highway 98, Suite 220, Destin, FL 32541.

ARTICLE XVII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 31st day of July, 2003.


Bruce A. Haught, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 and 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 SOUTH WALTON JR. TENNIS FOUNDATION, INC.

2. The name and address of the registered agent and office is Bruce A. Haught, 385 Highway 98, Suite 220, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the 31st day of July, 2003.


Bruce A. Haught, Registered Agent

03 JUL 31 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

((H03000244994 7)))