

P97000074584

8/27/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:47 AM

((H97000014143 6))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: MACFARLANE FERGUSON & MCMULLEN ACCT#: 076077001654
CONTACT: ROSALYN GIBBS
PHONE: (813)273-4261 FAX #: (813)273-4396

NAME: CENTRAL FLORIDA SAILING CLUB, INC.
AUDIT NUMBER.....H97000014143
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

7

FILED
97 AUG 27 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/28/97

FILED

97 AUG 27 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000014143

ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA SAILING CLUB, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME AND PLACE OF BUSINESS

The name of this corporation is CENTRAL FLORIDA SAILING CLUB, INC. and the principal place of business will be 1163 Baltic Lane, Winter Springs, Florida.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE III
BUSINESS AND POWERS

A. The purpose of the Corporation is the purchase, mutual use and enjoyment, based upon access rights, of a boat, as described in the By-laws of the Corporation.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

Matthew J. Foster, Esq.
Fl. Bar No.: 382991
Macfarlane Ferguson & McMullen
111 Madison Street, Suite 2300
Tampa, Florida 33602
(813) 273-4335
Audit No: H97000014143

H97000014143

H97000014143

ARTICLE IV
AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 8 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration.

ARTICLE V
INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 111 Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is Matthew J. Foster.

ARTICLE VI
BOARD OF DIRECTORS

A. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors must be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause.

B. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the corporation;

H97000014143

(2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

ARTICLE VII OFFICERS

A. Officers of the Corporation shall consist of a Commodore, Secretary and Treasurer, as well as such other officers as the Board of Directors or By-laws may deem advisable.

B. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

ARTICLE VIII INCORPORATOR

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

Matthew J. Foster
111 Madison Street, Suite 2300
Tampa, Florida 33602

ARTICLE IX MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

H97000014143

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.


ARTICLE X
INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

H97000014143

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day
of August, 1997.


Matthew J. Foster

H97000014143

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of CENTRAL FLORIDA SAILING CLUB, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.


Matthew J. Foster, Registered Agent

FILED
97 AUG 27 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

h:\carol_k\clients\cfs\articles

H97000014143