710340

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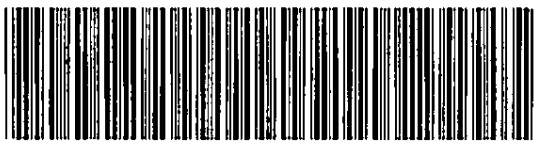
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc/cus
Amended/Restated

JAN 29 2020

I ALBRITTON

Boca Ciega YACHT CLUB Est. 1940

4600 Tifton Drive South, Gulfport, Florida 33711 — 27° 44' 21" N - 82° 41' 44" W — www.sailbcyc.org
Mailing address: P.O. Box 530848, St. Petersburg, FL 33747 — (727) 321-7295 — Email: commodore@bcyc.org

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

NAME OF CORPORATION: Boca Ciega Yacht Club, Inc.

DOCUMENT NUMBER: 710340

The enclosed **Amended and Restated Articles of Incorporation** and fee are submitted for filing. They were adopted by the members on 11-15, 2019, to be effective on the date of filing, and the number of votes cast for adoption was sufficient for approval.

Please return all correspondence concerning this matter to the following:

Nick J. Southard
106 25th Avenue, N.E.
St. Petersburg, FL 33704
n.southard@att.net

For further information concerning this matter, please call:

Daniel A. Chesnut at (727) 434-0353.

Enclosed is a check for the following amount made payable to the Florida Department of State:

$52.50 Filing Fee, Certificate of Status, Certified Copy (Additional Copy is Enclosed)

Dated: 12-7-2019

Nick J. Southard
Commodore (President)

Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
Boca Ciega Yacht Club, Inc.

In compliance with Chapter 617, Florida Statutes (Not for Profit)

Overview

This entity was chartered as the Sunshine City Boat Club, Inc., located in St. Petersburg, Florida, by order of the Pinellas County Circuit Court, Clearwater, Florida, on May 28, 1940, as a "corporation not for profit" authorized by Sections 6495 and 6503, Compiled General Laws of Florida, 1927. The original "Articles of Incorporation and Charter" provide a "perpetual existence unless sooner dissolved according to law."

The Club moved to its present location in Gulfport, Florida in 1965, adopted amendments to the Charter on December 20, 1965, and filed a Certificate for Reincorporation with the Florida Secretary of State on February 10, 1966, under the provisions of Chapter 617, Florida Statutes to be called Boca Ciega Yacht Club, Inc.

These Amended and Restated Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

These Amended and Restated Articles of Incorporation have been approved by the Board of Directors of the Corporation and the required vote of the Corporation's membership.

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Article I Name

The name of the Corporation is Boca Ciega Yacht Club, Inc.

Article II Principal Office

The principal street address is 4600 Tifton Drive S., Gulfport, FL 33711. The principal mailing address is P.O. Box 530848, St. Petersburg, FL 33747.

Article III Purposes

Boca Ciega Yacht Club, Inc. is organized exclusively as a private social club to promote safe boating activities; to promote instruction and education in safe boating and all nautical activities; to foster fellowship and camaraderie among the members, and other nonprofit purposes within the meaning of § 501(c)(7) of the Internal Revenue Code of 1986, as amended. The social or recreational facilities of the Corporation shall not be made available to the general public.

Article IV Manner of Election

The number of officers, their titles and duties, and how they are elected, are provided in the Bylaws of the Corporation. The senior officer's title is Commodore, who also performs the duties of president.

Article V Initial Directors and/or Officers

The incumbent members of the Board of Directors shall continue to serve out their terms without interruption.

Article VI Members

The classes, qualifications, rights, privileges, and obligations of members of the Boca Ciega Yacht Club are determined by its Bylaws. Membership is open to individuals of good character who meet the eligibility requirements for membership set forth in the Bylaws. Application, vetting and acceptance procedures for new members shall be selective and consistent with the Internal Revenue Code § 501(c)(7) social club status of Boca Ciega Yacht Club, Inc.

All members are required to comply with Boca Ciega Yacht Club's Articles of Incorporation, Bylaws, and § IRC 501(c)(7) requirements, which will all be available to the membership. Members who do not comply or who no longer meet the established requirements for membership will have their memberships in the Boca Ciega Yacht Club terminated in accordance with the fair and reasonable procedures set forth in the Club's Bylaws, which will be carried out in good faith. These procedures, as well as the full text of the Club's Bylaws, will be posted on the Club's website and made available to all members as a matter of course. Any member facing suspension and/or expulsion from the Club, and termination of Club membership as a result, will receive written notice of such pending action via certified mail or first-class mail to the last address of the member shown on the Club's records.

Memberships in the Boca Ciega Yacht Club are not transferrable.

Article VII Bylaws

The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation. The power to amend the Bylaws is provided in the Bylaws.

Article VIII Nonprofit Status

Boca Ciega Yacht Club, Inc. is incorporated as a nonprofit organization and conforms with Chapter 617 "Corporations Not for Profit" of the Florida Statutes. As a private social club, the Corporation has been designated as a § 501(c)7 under the Internal Revenue Code "Social and Recreational Clubs" since 1952 and operates in compliance with § 501(c)7 requirements.

The Club is organized as a private social club for the benefit of its members. Membership is limited consistent with the character of the Club. Boca Ciega Yacht Club is supported through membership fees, dues, assessments, and revenue from Club activities related to its exempt purposes. The Club's facilities are reserved for the exclusive use of its members in accordance with its Bylaws and Policies.

No part of the organization's net earnings may inure to the benefit of any person having a

personal and private interest in the activities of the organization 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.

Article IX Effective Date

The effective date of these Amended and Restated Articles of Incorporation shall be the date of filing.

Boca Ciega Yacht Club, Inc., retains its original date of incorporation: May 28, 1940.

Article X Dedication of Assets

Upon the dissolution, termination, or winding up of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as social and recreation clubs or for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(7) or § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

Article XI Registered Agent and Street Address

The name and Florida street address of the currently acting Registered Agent is Catherine T. Rogers, CPA, 1375 Pasadena Avenue S., South Pasadena, FL 33707.

Article XII Amendments

The Board of Directors shall adopt a resolution setting forth any proposed amendment(s) to the Articles of Incorporation, and introduce that resolution at a general membership meeting. After that meeting, electronic or print copies of the resolution shall be made available to all voting members at least 10 days prior to the next general meeting. At that meeting the resolution may be approved by a two thirds vote of the general membership present and voting who are eligible to vote in accordance with the Corporation's Bylaws.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed as of Dec. 24th, 2019.

By: _____
Print Name: Nick J. Southward
Print Title: Commodore

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the duties of a Registered Agent, as prescribed in § 617.0503, F.S., and I accept the appointment and agree to act in this capacity.

Signature of Registered Agent: _____
Catherine T. Rogers

Date: Dec. 23, 2019