

Articles of Incorporation

This is an up to date copy of the Articles of Incorporation of the Stuart Sailfish Club, Inc., including the retained Articles of the original re-incorporated charter of 1961, the retained amendment made to this charter in 1962 and the amendments made to this charter in January 1996 and in January 1997.

ARTICLES OF INCORPORATION OF STUART SAILFISH CLUB

ARTICLE I

The name of this non-profit corporation is and shall be STUART SAILFISH CLUB, INC.

ARTICLE II

The purpose for which this corporation is organized is to further and promote sport fishing with sound sporting and conservation practices in the waters adjacent to the City of Stuart, and Martin County, Florida and the Treasure Coast; to publicize the sport fishing opportunities in said area; to award and distribute citations and other trophies for the capture or release of game fish; to promote the preservation and enhancement of sportfishing and proper management of the entire fishery, both offshore and within estuarine areas;

to advocate conservation measures which relate to all marine species and their habitats; to support research into marine biology to increase knowledge and abundance of sport fish; to support efforts toward boating safety for club members and area fishermen; and to sponsor and conduct such activities needed to finance and support the purposes of the organization.

The activities of the corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual, other than to an organization or organizations which qualifies as an exempt organization or organizations under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and other than in furtherance of the corporation's exempt purposes. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any 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 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of the corporation shall consist of carrying on 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.

In the event of dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall be conveyed or distributed to such organization or organizations created and operated for nonprofit purposes similar to those of the corporation as shall be designated by the Board of Directors of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501 © (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Membership shall be open to any person or organization vouched for by a majority of the Membership Committee appointed by the President and/or Board of Directors, provided they comply with the admission requirements of the Club. The various classes of membership shall be defined in the By-Laws of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers to these Articles are as follows:

Pat Sullivan Jensen Beach, Florida

Edward H. Gluckler Stuart, Florida

William P. Todt Stuart, Florida

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than fifteen (15) members, which number shall include the offices of President, First Vice-President, Second Vice-President, Secretary, Treasurer and the immediate Past President, all of whom shall be elected at the October General meeting of the members of the Corporation, and a majority of whom shall be residents of Martin County, Florida. The annual meeting of the corporation shall be held at such time and place as is provided for in the By-laws of the corporation. The President of the corporation shall preside over the meetings of the Board of Directors. The term of office of the officers of the corporation and the members of the Board of Directors shall be regulated by the By-Laws of the corporation. The duties of the officers of the corporation and the members of the Board of Directors shall be defined in the By-laws of the corporation.

ARTICLE VII

The By-Laws of this corporation, not inconsistent with the Articles of Incorporation, are to be made, amended, or rescinded by the members of the corporation.

ARTICLE VIII

Amendments to these Articles of Incorporation may be proposed and adopted by the members of the Corporation at any regular or special meeting called for that purpose upon a two-thirds vote of the members present at said meeting, provided that written notice setting forth the proposed amendments and the time and place of meeting has been mailed to each member entitled to vote at least ten (10) days before such meeting.

ARTICLE IX

The purpose of this Certificate is to re-incorporate this corporation pursuant to the provisions of Section 617.012, Florida Statutes, and its issuance was authorized at a regular meeting of the Board of Directors of this corporation held on the 3rd day of May, 1961.

ARTICLE X

The corporation was originally incorporated on the 21st day of January 1941, and by re-incorporation this corporation, by the undersigned subscribers, agrees to accept all of the provisions of Chapter 617 of the Florida Statutes, as amended.