

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of SARASOTA TIGER BAY CLUB, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N02261.



Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Seventeenth day of September, 2019

A handwritten signature in black ink, appearing to read "Laurel M. Lee".

Laurel M. Lee

Secretary of State

Mar 22 1984  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
SARASOTA TIGER BAY CLUB, INC.  
(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of the State of Florida for the formation of corporations not for profit, we, the undersigned, do hereby associate ourselves together as a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that objective we do hereby make, adopt and subscribe these Articles of Incorporation, to-wit:

I.

NAME OF CORPORATION

The name of this corporation shall be:  
SARASOTA TIGER BAY CLUB, INC.

II.

PURPOSES

The general nature and object of the corporation shall be:

(a) To promote the social and business interests of its members; to provide a mutual benefit organization for the purposes of interesting and educating its members and the public through individual and group activity in the affairs of local, state and national governments and to promote a more active participation by all citizens in democratic governmental processes.

(b) To assist and encourage good fellowship and social affairs for members and non-members and to instill in members a high civic conscience and pride and to increase the efficiency of its members by demanding of them a high ethical and moral standard in their respective vocations and businesses.

(c) To provide a place where members may meet in friendly and convivial surroundings with fellow members.

III.

MEMBERSHIP

Pursuant to the provisions of the Bylaws, the membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members.

IV.

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of twelve (12) persons initially, as determined pursuant to provisions of the Bylaws. The board of directors of the corporation shall be members of the corporation, shall be elected according to the procedure set forth in the Bylaws, and shall serve for a term of one year.

The names and addresses of the persons who are to serve as the initial directors who are to manage the affairs of the corporation until their successors are duly selected and qualified, are as follows:

Gilbert Waters  
2540 S. Tamiami Trail  
Sarasota, Florida 33579

John C. Betz  
2200 Oriole Drive  
Sarasota, Florida 33579

Al Sager  
340 Jackson Drive  
Sarasota, Florida 33577

Rae Whitney  
5170 Riverwood Avenue  
Sarasota, Florida 33581

Paul N. Thorpe, Jr.  
106 Island Circle  
Sarasota, Florida 33581

James A. Greenwald  
3566 Schrock Street  
Sarasota, Florida 33579

Debora R. Pye  
3400 Seagrape Drive  
Sarasota, Florida 33581

William M. Hereford  
1719 Floyd Street  
Sarasota, Florida 33579

E. W. "Ted" Morrison, Jr.  
1328 Hillview Drive  
Sarasota, Florida 33579

Loring Lovell  
4332 Higel Avenue  
Sarasota, Florida 33581

Robert E. Windom, M.D.  
1562 South Drive  
Sarasota, Florida 33579

Charles E. Pierce  
3601 Longmeadow  
Sarasota, Florida 33582

V.

#### OFFICERS

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer, and such additional officers as may be designated in the corporate Bylaws. The officers of the corporation shall be elected at the February meeting of the board of directors of the corporation, which shall be held immediately following the February meeting of members of the corporation. The officers of the corporation shall serve until the next February meeting of the board of directors or until their successors shall be duly elected and qualified, whichever shall first occur. The duties of the officers shall be as set forth in the corporate Bylaws.

The names of the officers who are to manage the affairs of the corporation until the next February meeting of the Board of Directors, and until their successors are duly elected and qualified, are as follows:

President	-	James A. Greenwald
Vice President	-	Debora R. Pye
Secretary	-	William M. Hereford
Treasurer	-	Rae Whitney

VI.

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

VII.

BYLAWS

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

VIII.

REGISTERED OFFICE

The registered office of the corporation shall be located at 1719 Floyd Street, Sarasota, Florida, and William M. Hereford is the initial registered agent at that address.

IX.

SUBSCRIBERS

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

Gilbert Waters  
2540 S. Tamiami Trail  
Sarasota, Florida 33579

John C. Betz  
2200 Oriole Drive  
Sarasota, Florida 33579

Al Sager  
340 Jackson Drive  
Sarasota, Florida 33577

Rae Whitney  
5170 Riverwood Avenue  
Sarasota, Florida 33581

Paul N. Thorpe, Jr.  
106 Island Circle  
Sarasota, Florida 33581

✓  
James A. Greenwald  
3566 Schrock Street  
Sarasota, Florida 33579

✓ Debora R. Pye  
3400 Seagrape Drive  
Sarasota, Florida 33581

✓ William M. Hereford  
1719 Floyd Street  
Sarasota, Florida 33579

✓ E. W. "Ted" Morton, Jr.  
1328 Hillview Drive  
Sarasota, Florida 33579

✓ Loring Lovell  
4332 Higel Avenue  
Sarasota, Florida 33581

✓ Robert E. Windom, M.D.  
1562 South Drive  
Sarasota, Florida 33579

✓ Charles E. Pierce  
3601 Longmeadow  
Sarasota, Florida 33582

X.

#### DISTRIBUTION UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to a similar organization not for profit, or to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

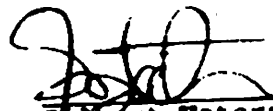
XI.


#### AMENDMENT

The corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or

any amendment thereto, by an affirmative vote of a majority of the members entitled to vote thereon, providing that the Board of Directors have adopted a resolution setting forth the proposed amendment and given written notice to each member of the proposed amendment and the regular or special meeting at which its adoption shall be considered.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26th day of March, 1984.


  
\_\_\_\_\_  
Gilbert Waters

  
\_\_\_\_\_  
John C. Betz


  
\_\_\_\_\_  
Al Sager

  
\_\_\_\_\_  
Rae Whitney

  
\_\_\_\_\_  
Paul N. Thorpe, Jr.

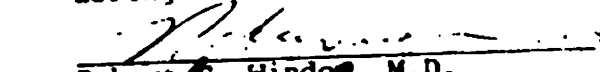
  
\_\_\_\_\_  
James A. Greenwald

  
\_\_\_\_\_  
Debora R. Pye

  
\_\_\_\_\_  
William M. Hereford

  
\_\_\_\_\_  
E. W. "Ted" Morton, Jr.

  
\_\_\_\_\_  
Loring Levell

  
\_\_\_\_\_  
Robert E. Window, M.D.

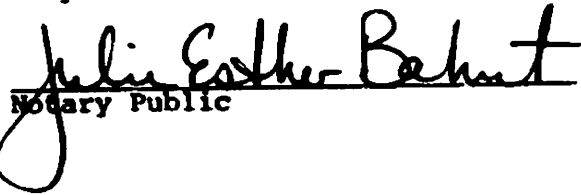
  
\_\_\_\_\_  
Charles E. Pierce



STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 26<sup>th</sup> day of March, 1984, before me, an officer duly authorized and acting, personally appeared Al Sager, Rae Whitney, Paul N. Thorpe, Jr., James A. Greenwald, Debora R. Pye, E. W. "Ted" Morton, Jr., Lorina Lovell, Robert A. Windom, M.D., and Charles E. Pierce, to me well known and known to me to be the individuals described in and who executed the foregoing instrument and acknowledged then and there before me that they executed said instrument.

WITNESS my hand and official seal in the County and State aforesaid this the day and year last above written.

  
Notary Public

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires March 23, 1986  
Revised May 1983 - Bureau, Inc.



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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SARASOTA TIGER BAY CLUB, INC.,  
a not for profit corporation**

The undersigned, acting as incorporators of a corporation, adopt the following Amended and Restated Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 APR 28 AM 9:13

**ARTICLE I - NAME**

The name of the corporation is Sarasota Tiger Bay Club, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office address is 6120 South Lockwood Ridge Road, Sarasota, Florida, 34231, and the mailing address of the corporation is Post Office Box 19032, Sarasota, Florida, 34276.

**ARTICLE III - PURPOSE**

The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, without limiting the generality of the foregoing, the corporation may provide for the promotion of civic and governmental understanding and for the education of its members, the public, or both, in current affairs and the issues of the times.

**ARTICLE IV - ELECTION OF DIRECTORS**

The method of election of directors shall be as stated in the bylaws.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 6120 South Lockwood Ridge Road, Sarasota, Florida, 34231, and the name of the registered agent at that address is Kimberly Noyes. The registered office and the registered agent may be changed by the Board of Directors in the manner provided by law.

**ARTICLE VI - BYLAWS**

The Bylaws of the Corporation are to be initially adopted by the Board of Directors and may thereafter be amended or rescinded by the Board of Directors.

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#### ARTICLE VII - EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members (if any) trustees, officers, or other private persons, 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

#### ARTICLE VIII - DISTRIBUTION AND DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding to the full extent permitted by law.

#### ARTICLE X - MISCELLANEOUS

10.1 Amendment and Restatement Approval. The corporation has members, and the approval required by the members of these Amended and Restated Articles of Incorporation is by the board of directors, and such approval was given on March 9, 2010.

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10.2 Historical Note. The original Articles of Incorporation were filed on March 28, 1984 by the following subscribers:

Gilbert Waters  
2540 South Tamiami Trail  
Sarasota FL 33579

John C. Betz  
2220 Oriole Drive  
Sarasota FL 33579

Al Sager  
340 Jackson Drive  
Sarasota FL 33577

Rae Whitney  
5170 Riverwood Avenue  
Sarasota FL 33581

Paul N. Thorpe, Jr.  
106 Island Circle  
Sarasota FL 33581

James A. Greenwald  
3566 Schrock Street  
Sarasota FL 33579

Debora R. Pye  
3400 Seagrape Drive  
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E. W. "Ted" Morton, Jr.  
1328 Hillview Drive  
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Loring Lovell  
4332 Higel Avenue  
Sarasota FL 33581

Robert E. Windom, M.D.  
1562 South Drive  
Sarasota FL 33579

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To: FL Dept of State  
Subject: 001641.123882

From: Kim Weidenbach

Thursday, April 29, 2010 2:40 PM Page: 7 of 7

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**NOTICE OF APPOINTMENT OF REGISTERED AGENT, ACCEPTANCE,  
AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, Kimberly Noyes, having a street address of 6120 South Lockwood Ridge Road, Sarasota, Florida, 34231, having been appointed by the directors of Sarasota Tiger Bay Club, Inc., a corporation not for profit, as registered agent, states as follows:

1. The corporation shall maintain an office at 6120 South Lockwood Ridge Road, Sarasota, Florida, 34231, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. She accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

  
\_\_\_\_\_  
Kimberly Noyes

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