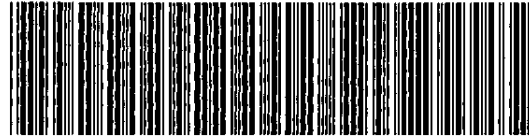


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 28 2011

**K2 FISHBUILDERS, INC.
2001 16TH STREET NORTH
ST. PETERSBURG, FL 33704**

July 25, 2011

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: K2 Fishbuilders, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,



Paul C. Jensen
K2 Fishbuilders, Inc.

Enclosures

check stapled here

ARTICLES OF INCORPORATION of
K2 FISHBUILDERS, INC.

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

ARTICLE I - CORPORATE NAME

The name of the corporation is K2 Fishbuilders, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in various charitable activities, as described in Internal Revenue Code Section 501(c)(3). Specifically, the corporation shall exist for the purpose of furthering and supporting marine ecological and environmental causes, including habitat protection and creation, and responses to marine environmental disasters. In furthering its specific purpose, preference shall be given to waters located in West Central Florida specifically including Tampa Bay, and other offshore and local waters. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its shareholders, 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 charitable purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or to otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in 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 by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or by a corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

ARTICLE IV – MANNER OF ELECTION

The manner in which the directors are elected or appointed are described in Article VI, below, and as described in the corporation's bylaws. In the event that any provision of Article VI and the bylaws shall conflict, the provisions of Article VI shall control.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

Paul C. Jensen
2001 16th Street North
St. Petersburg, FL 33704

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS AND SUCCESSORS

This corporation shall have three (3) directors initially, one person of which shall serve as the Chairman. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial directors of the corporation are as follows:

Garner Koons Director and Chairman
760 116th Avenue
Treasure Island, FL 33706

Connie Ellis Director
12475 4th Street East
Treasure Island, FL 33706

Michael B. Hubbard Director
6919 13th Avenue North
St. Petersburg, FL 33710

In the event that a vacancy exists in the position of Chairman of the Board of Directors, the following persons, in order of priority, shall be given preference of appointment to fill such vacancy:

- 1) Connie Ellis
- 2) Carole Banks
- 3) Nicole Payne
- 4) Tyler and Dan King (as co-chairman)

Other than those persons referred to above, no person shall succeed to the position of Chairman of the Board of Directors unless they meet, in all respects, the following qualifications:

- 1) they have never been convicted of, or entered a plea of guilty or nolo contendere to a felony involving theft, embezzlement, or fraud,; and
- 2) they demonstrate, to the satisfaction of all other directors, an interest in marine environmental issues.

In the event that a vacancy exists in one or more positions of the Board of Directors, other than the Chairman of the Board of Directors, the following persons in no specific order of priority, shall be given preference of appointment to fill such vacancy:

- Butch Ayala
- Carole Banks
- Mark Chappell
- Angela Collins
- Dan King
- Tyler King

- Nicole Payne
- Beverly Sauls

In the event that any vacancy in the position of Chairman of the Board of Directors or other Board of Directors positions shall not be filled according the provisions above, the method of filling such vacancy shall be made in accordance with the corporation's bylaws.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

Garner Koons
760 116th Avenue
Treasure Island, FL 33706

ARTICLE VIII - PRINCIPAL OFFICE

The corporation's principal office and mailing address shall be as follows:

2001 16th Street North
St. Petersburg, FL 33704

ARTICLE IX – DISTRUBTIONS OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, all remaining assets shall be distributed and used exclusively for the purpose of engaging in the specific charitable purposes, described in Article III above, of the Corporation. 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 organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X – DISTRIBUTION OF INCOME

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942 or the corresponding section of any future tax code.

ARTICLE XI – ACTS OF SELF DEALING

The Corporation will not engage in any act of self dealing as defined in Internal Revenue Code Section 4941(d) or the corresponding section of any future tax code.

ARTICLE XII – EXCESS BUSINESS HOLDINGS

The Corporation will not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c) or the corresponding section of any future tax code.

ARTICLE XIII – TAXABLE INVESTMENTS

The Corporation will not make any investments in a manner as to subject it to tax under Internal Revenue Code Section 4944 or the corresponding section of any future tax code.

ARTICLE XIV – TAXABLE EXPENDITURES

The Corporation will not make any taxable expenditure as defined in Internal Revenue Code Section 4945(d) or the corresponding section of any future tax code.

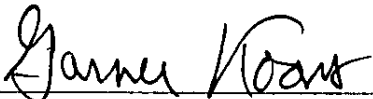
ARTICLE XV – SALARIES OF BOARD OF DIRECTORS

During such time that Garner Koons shall serve as Chairman of the Board of Directors, no salary shall be paid to any member of the Board of Directors.

During any time that Garner Koons shall not serve as Chairman of the Board of Directors, any successor Chairman of the Board of Directors may receive compensation for services rendered to the Corporation but in no event shall such compensation exceed, in any fiscal year of the corporation, an amount equal to one percent (1%) of the fair market value of the assets of the Corporation as of the first day of the Corporation’s fiscal year. Such compensation amount shall be ratified and approved at the annual meeting of the Board of Directors on or before the 21st day of January each fiscal year. In the event that any two persons shall serve as Co-Chairmen of the Board of Directors, the aggregate salary payments made to such Co-Chairmen shall not exceed an amount equal to one percent (1%) of the fair market value of the assets of the Corporation, as of the first day of the Corporation’s fiscal year.

During any time that Garner Koons shall not serve as Chairman of the Board of Directors, any successor Chairman of the Board of Directors may authorize a reasonable salary payment to be paid to the other members of the Board of Directors for services rendered to the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of July, 2011.



Garner Koons

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Garner Koons and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 25th day of July, 2011.

Patricia Barnhart

Notary Public, State of Florida at Large
My Commission Expires:

Who produced a
Florida

driver's license.



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
K2 FISHBUILDERS, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2001 16th Street North
St. Petersburg, FL 33704

has named Paul C. Jensen, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Paul C. Jensen
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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