



ACCOUNT NO. : 072100000032

REFERENCE : 598114 10114A

AUTHORIZATION : *[Signature]*

COST LIMIT : 0 PPD

ORDER DATE : May 12, 1995

ORDER TIME : 10:14 AM

ORDER NO. : 598114

CUSTOMER NO: 10114A

CUSTOMER: Ms. Teresa Hanson
HUMPHREY & KNOTT

3rd Floor
1625 Hendry Street
Ft. Myers, FL 33901

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DOMESTIC FILING

NAME: THE SOCA GRANDE HISTORICAL
SOCIETY, INC.

XXXX _ ARTICLES OF INCORPORATION
____ _ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX _ CERTIFIED COPY
____ _ PLAIN STAMPED COPY
____ _ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

RECEIVED
95 MAY 12 PM 10:45
DIVISION OF CORPORATION

FILED
95 MAY 12 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 12 1995

ARTICLES OF INCORPORATION
OF

THE BOCA GRANDE HISTORICAL SOCIETY, INC.
(A Corporation Not for Profit)

FILED
95 MAY 12 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, are desirous of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, and agree to the following:

ARTICLE I
Name

The name of this corporation is The Boca Grande Historical Society, Inc.

ARTICLE II
Address

The initial location of this corporation shall be at 1678 Jose Gaspar Drive, Boca Grande, Lee County, Florida.

ARTICLE III
Purposes

Section 1. The corporation is organized exclusively for educational purposes within the meaning of Section 170(c)(2), and 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future tax code ("the Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

Section 2. In particular, the corporation's purpose shall be to bring together for mutual benefit those people interested in Florida history and especially in the history of Boca Grande and its environs. A better understanding of that history will help us deal constructively with current problems with roots in the past and will permit more enlightened planning for the future.

Section 3. To carry out this purpose, the corporation will collect and preserve pertinent information about the island's and the region's past and will sponsor other activities designed to promote an enhanced interest in and knowledge of local, regional, and state history, and also the relationship of that history to the present and the projected future. The corporation intends to strive for educational programs which will meet generally accepted professional standards of scholarship and historical accuracy.

Section 4. Notwithstanding any other provisions herein, the corporation is authorized to carry out any activities and exercise all authority not prohibited by these Articles or

applicable law.

ARTICLE IV
Membership

There shall be no members of the corporation initially but the directors may provide for membership classification and qualifications pursuant to the Bylaws of the corporation.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Subscribers

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

Charles Agles	371 Gilchrist Avenue	POB 1390
Patricia Agles	371 Gilchrist Avenue	POB 1390
Patricia Schuler	5001 Gasparilla Road	POB 1770
Raymond Schuler	5001 Gasparilla Road	POB 1770
Nancy Sholley	1120 11th Street W.	POB 1421
Peter Sholley	1120 11th Street W.	POB 1421
Sallie VanItallie	1678 Jose Gaspar Drive	POB 775
Theodore VanItallie	1678 Jose Gaspar Drive	POB 775

(all addresses are Boca Grande, FL 33921)

ARTICLE VII
Officers

The officers of the corporation and their duties shall be as provided in the Bylaws.

ARTICLE VIII
Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have eight (8) directors initially. The number of directors may be changed from time to time, pursuant to the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons who are to serve as initial directors are the same as the subscribers listed in Article VI above.

ARTICLE IX Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X Amendments to Articles

These Articles of Incorporation may be amended by a majority vote of the Board of Directors or as otherwise provided by law.

ARTICLE XI No Private Inurements; Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 these Articles. No substantial part of the activities of the corporation shall be the carrying on of 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 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XII Distribution Upon Dissolution

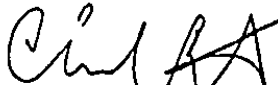
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of

Section 501(c)(3) of the 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 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. If qualified pursuant to this Article, The Florida Historical Society Incorporated, shall receive the distributions of the corporation upon dissolution.

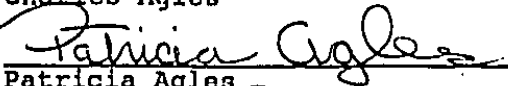
ARTICLE XIII
Registered Office

The street address of the initial registered office of this corporation is Humphrey & Knott, P.A., 1625 Hendry Street, Fort Myers, FL 33901, and the name of the registered agent of this corporation at that address is Garey F. Butler, Esq.

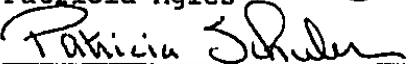
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunder set our hands and seals this 6th day of May, 1995, for the purpose of forming this corporation not for profit under laws of the State of Florida.



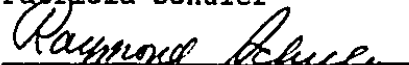
Charles Agles



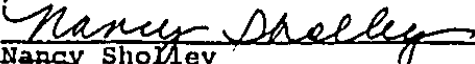
Patricia Agles



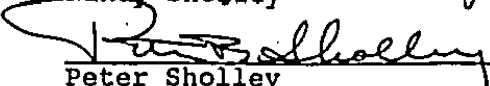
Patricia Schuler



Raymond Schuler



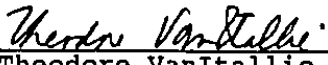
Nancy Sholley



Peter Sholley



Sallie VanItallie



Theodore VanItallie

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Boca Grande Historical Society, Inc., a corporation not for profit, at the place designated in the Articles of Incorporation, Garey F. Butler, Humphrey & Knott, P.A., 1625 Hendry Street, Suite 301, Fort Myers, FL 33901, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated: May 11, 1995

Garey F. Butler
Garey F. Butler

FILED
95 MAY 12 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA