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April 22, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32324

000002499640--7
-04/24/98--01067--004
*****122.50 *****122.50

Re: St. Andrews Society of Southwest Florida, Inc.

Gentlemen:

Enclosed please find for filing the Articles of Incorporation of St. Andrews Society of Southwest Florida, Inc., along with a check in the amount of \$122.50 covering the following:

Filing Fee	\$35.00
Certified copy of Articles	52.50
Certified Designating	
Registered Agent	<u>35.00</u>
	\$122.50

Also enclosed is a duplicate original of the Articles of Incorporation for your convenience in returning a certified copy of the Articles.

Thank you for your assistance in this matter.

Very truly yours,


G. Carson McEachern
For the Firm

GCM:LN
Enclosures
129075_1.WP5

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**ARTICLES OF INCORPORATION
OF
ST. ANDREW'S SOCIETY OF SOUTHWEST FLORIDA, INC.
(a not-for-profit corporation)**

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation.

ARTICLE I

The name of the corporation shall be:

ST. ANDREW'S SOCIETY OF SOUTHWEST FLORIDA, INC.

The principal place of business of the corporation shall be:

c/o US Trust Company of Florida
765 Seagate Drive
Naples, Florida 34103

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The specific purpose of this corporation are: to encourage knowledge of the history, customs, and culture of Scotland among gentleman and ladies of Scottish descent and those who are interested in the history, customs, and culture of Scotland.

ARTICLE IV

The qualifications for members and the manner of their admission shall be as specified in the Bylaws.

ARTICLE V

The Initial Board of Directors shall have members whose names and addresses are:

William R. MacIlvaine
522 Pine Grove Lane
Naples, Florida 34103

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George D. McClintock
2885 Gulf Shore Blvd. N., #504
Naples, Florida 34103

John Beane III
726 1st Avenue N.
Naples, Florida 34102

Don Cameron
625 Rudder Road
Naples, Florida 34102

John B. Bean
1285 Gulf Shore Blvd., #5-B
Naples, Florida 34102

The By-laws shall provide the method of election of all directors. The number of directors may be raised or lowered by either the Board of Directors or by the members, but in no case be less than three. Any Director may resign by delivering a written letter of resignation to the Chairman of the Board, the Secretary or the President. The resignation shall take effect at the time the letter is received by such person, unless a later time is specified therein. No acceptance shall be necessary to make a resignation effective.

ARTICLE VI

The corporation is organized under a non-stock basis.

ARTICLE VII

The name and address of the incorporator is:

William R. MacIlvaine
U.S. Trust Company of Florida
765 Seagate Drive
Naples, Florida 34103

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 hereof. No substantial part of the activities of the corporation shall be 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 a candidate for public office.

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudication and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

- (C) A transaction from which the Director or Officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

ARTICLE X

INITIAL REGISTERED AGENT AND REGISTERED OFFICE: The initial Registered Office of the Association and the name and address of its Registered Agent shall be:

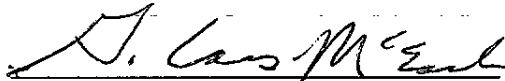
William R. MacIlvaine
c/o U.S. Trust Company of Florida
765 Seagate Drive
Naples, Florida 34103

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of April, 1998.

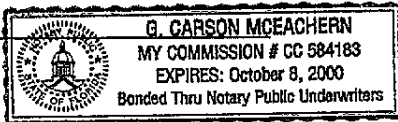

William R. MacIlvaine

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING instrument was acknowledged and sworn to before
me this 17 day of April, 1998, by WILLIAM R. MACILVAINE.


Notary Public, State of Florida
Print Name: G. Carson McEachern

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ST. ANDREW'S SOCIETY OF SOUTHWEST FLORIDA, INC.

2. The name and address of the registered agent and office is:

William R. MacIlvaine
c/o U.S. Trust Company of Florida
765 Seagate Drive
Naples, Florida 34103


(Corporate Officer)

TITLE Director

DATE 4/17/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
William R. MacIlvaine

DATE 4/17/98

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