

Thomas F. Rizzo, P.A.
Attorney At Law

N98000002978

April 29, 1998

Secretary Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
98 MAY 26 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles Of Incorporation
For OPTIMIST CLUB OF SANIBEL CAPTIVA, INC.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for OPTIMIST CLUB OF SANIBEL CAPTIVA, INC. and a check in the amount \$122.50 representing the filing fees for same.

Please conform the copy and return the same to my office address provided below.

Thank you for your assistance.

000002509960-7
-05/04/98-01100-004
****122.50****122.50

Sincerely yours,

Thomas F. Rizzo, LL.M.

Thomas F. Rizzo, LL.M.

TFR/lar
Enclosures

W98-10507

2340 Periwinkle Way, Suite J2 Sanibel, Florida 33957
Tel (941) 395-0400 * Fax (941) 395-0480

mc 5/26/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1998

THOMAS F. RIZZO, P.A.
2340 PERIWINKLE WAY
SUITE J2
SANIBEL, FL 33957

SUBJECT: OPTIMIST CLUB OF SANIBEL CAPTIVA, INC.
Ref. Number: W98000010507

We have received your document for OPTIMIST CLUB OF SANIBEL CAPTIVA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 598A00025616

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ARTICLES OF INCORPORATION

98 MAY 26 AM 10: 51

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**OPTIMIST CLUB OF SANIBEL CAPTIVA, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I

NAME AND ADDRESS

The complete legal name of the Corporation is OPTIMIST CLUB OF SANIBEL CAPTIVA, INC. The corporation's principal office mailing address is: 1067 Sandcastle Road, Sanibel Island, FL 33957.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE III

PURPOSE

The Corporation in order to engage in any lawful purpose or purposes not for pecuniary profit, including but not limited to the following:

To function as an Optimist club affiliated with Optimist International; to conduct a civic and social welfare organization for the common benefit of the members and the community; to develop Optimism as a philosophy of life; to promote an active interest in good government and civic affairs; to inspire respect for law, to promote patriotism and work for international accord and friendship among all people;

to aid and encourage the development of youth; and to take over, carry on and continue the affairs, property, obligations, business and objectives of the unincorporated club known as the Optimist Club of Sanibel Captiva.

The Corporation shall have power to sue and to be sued, to hold, receive, lease and purchase such real estate and personal property as may be requisite and expedient for its purposes, and to sell, leave, encumber, and dispose of such property. It may adopt, or amend by-laws, rules and shall have all other powers granted to not for profit corporations by the general laws of this State. Provided, however and notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities or shall it have any powers prohibited to an organization exempt from federal income tax under the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law). The Corporation shall not have or issue shares of stock or pay dividends, no part of its earnings or assets shall inure to the benefit of or be distributable to its members, directors, officers, or other private person, except that it shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes.

ARTICLE IV

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject

to any limitation set forth in these Articles of Incorporation. This corporation shall have six (6) Directors, initially. The method of election of these directors is stated in the bylaws. The names and street addresses of the initial members of the Board of

Directors are:

Mark Aronoff
9401 Beverly Lane
Sanibel Island, Florida 33957

Arnold Goodman
490 Old Trail Road
Sanibel Island, Florida 33957

Thor Holm
2125 S.W. 47th Terrance
Cape Coral, Florida 33914

Robert Jura
223 Palm Lake Road
Sanibel Island, Florida 33957

J. Walter Jurczynszak
1066 Sand Castle Road
Sanibel Island, Florida 33957

Nola Theiss
1360 Jamaica Drive
Sanibel Island, Florida 33957

ARTICLE V

OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation and serve on the Board of Directors, or until his/ her successors are elected or appointed are:

Michelle Moran
535 Birdsong Road
Sanibel Island, Florida 33957

President

Richard McCurry
P.O. Box 229
Sanibel Island, Florida 33957

Vice President

Roz Wegryn
12808 Yacht Club Circle
Fort Myers, Florida 33919

Vice President

John Basher
1067 Sandcastle Road
Sanibel Island, Florida 33957

Secretary/ Treasurer

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 1067 Sandcastle Road, Sanibel Island, Florida 33957. The initial registered agent of the Corporation at that address is JOHN BASHER.

ARTICLE VII

MEMBERS

The Corporation shall have Members. Members of the Corporation will be required to meet the qualifications provided for in the By-laws of the Corporation, as may from time to time be amended.

ARTICLE VIII

INCORPORATOR

The name and residence address of the subscriber of these

Articles of Incorporation is:

JOHN BASHER
1067 Sandcastle Road
Sanibel Island, Florida 33957

ARTICLE IX

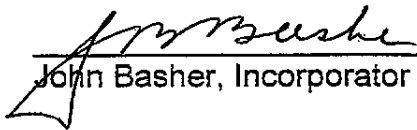
DISSOLUTION

Upon termination of existence of this Corporation, in any manner, all of the funds, assets, and property of any kind owned by the Corporation shall be turned over,

in full, after payment of all its liabilities, to another club or clubs organized and existing as an Optimist Club and affiliated with Optimist International.

The Articles of Incorporation may be amended in the name provided by law and by the manner provided in the By-Laws for amendment of the By-Laws.

IN WITNESS WHEREOF, I have subscribed my name on April 29,
1998.



John Basher, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

On APRIL 29, 1998, before me, a Notary Public in the State of Florida

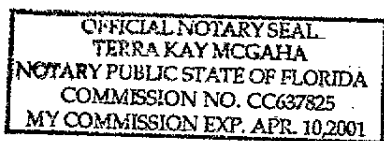
and the County of Lee, personally appeared JOHN BASHER, known to me to be the person's name in the foregoing instrument, who executed it, and who acknowledged such execution for the purposes contained in the instrument.

PROVIDED FLORIDA DRIVERS LICENSE AS I.D.

IN WITNESS WHEREOF, I sign here and set my official seal.

Terra Kay McGaha
NOTARY PUBLIC

My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That OPTIMIST CLUB OF SANIBEL CAPTIVA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lee County, State of Florida, has named JOHN BASHER, 1067 Sandcastle Road, Sanibel Island, Florida 33957, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


John Basher, Registered Agent

98 MAY 26 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED