

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

N98000002652

April 29, 1998

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

Re: Articles Of Incorporation
For OPTIMIST CLUB FOUNDATION 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 FOUNDATION 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.

100002503961-4
-05/04/98-01100-005
****122.50 ****122.50

Sincerely yours,

Thomas F. Rizzo JAR

Thomas F. Rizzo, LL.M.

TFR/lar
Enclosures

FILED
98 MAY -4 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

mc 5/8/98

ARTICLES OF INCORPORATION
OF
THE OPTIMIST CLUB FOUNDATION OF SANIBEL CAPTIVA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: THE OPTIMIST CLUB FOUNDATION OF SANIBEL CAPTIVA, INC. The address of the principal office of this corporation shall be: 1067 Sandcastle Road, Sanibel Island, Florida 33957 and the mailing address of the corporation shall be: Post Office Box 1370 Sanibel Island, Florida 33957.

ARTICLE II. NATURE OF BUSINESS

The specific and sole purpose for which this corporation is formed and is to be operated is to further certain charitable and educational purposes of The Optimist Club of Sanibel Captiva, Inc. (a Not For Profit Organization which is exempt from tax pursuant to Section 501(c) (4) of 1954, as amended and which would meet the requirements described in Section 509 (a) (2) of the Internal Revenue Code of 1954 as amended if it was an organization described in Section 501 (c) (3) of the IRS Code of 1954, as amended). Therefore:

- (A) The corporation is organized, and is to be operated, exclusively for charitable and educational purposes. Such purposes are to be carried out solely in furtherance of the purposes and in connection with The Optimist Club of Sanibel Captiva, Inc. and the corporation shall have power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the charitable and educational purposes for which the corporation is organized.

(B) The corporation may engage in any lawful act or activity for which corporations may be organized under the General Not For Profit Corporation Law of Florida, as now enacted or hereafter amended. Such acts and activities shall be for the general purpose of benefiting and carrying out the charitable and educational purposes of The Optimist Club of Sanibel Captiva and shall include the following specific activities:

- (1) To conduct charitable and educational programs. These programs shall include but are not limited to the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the IRS code, or corresponding section of any future federal tax code.
- (2) To engage in general activities which are strictly charitable and educational in nature, but also which are in harmony and in furtherance of the Optimist International goals and directives which shall include functioning as an Optimist Foundation affiliated with Optimist International; to develop optimism as a philosophy of life; to promote an active interest in good government and civil affairs; to inspire respect for law; to promote patriotism and work for international accord and friendship among people; and to aid and encourage the development of youth.
- (3) To grant any or all income or assets of the corporation to any organization or organizations organized exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal

Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine within the provisions of the Florida General Not For Profit Corporation Laws. Notwithstanding any other provision of these Articles of Incorporation of The Optimist Club foundation of Sanibel Captiva, Inc., the corporation shall make no distribution of income or assets which is not in conformance to the Provisions of Section 509 (a) (3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future Internal Revenue Law) or any future Internal Revenue Regulations Pertaining to said Section 509 (a)(3).

- (4) To borrow or raise money for any of the purposes of the corporation, and from time to time, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants' options, bonds, debentures, and other negotiable or nonnegotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, whether at the time owned or hereafter acquired; and to sell, pledge or to otherwise dispose of such securities or other obligations of the charitable and educational purposes.
- (5) To have and exercise all powers necessary to or incident to carrying out its corporate powers: to exercise all other rights, powers, and privileges permitted by law, and to possess and enjoy all rights, powers, and

privileges which now, or at any time hereafter, may be granted or exercised by a corporation organized under the General Not For Profit Corporation Law of Florida.

- (6) The above enumerated items are not to limit the scope of activity of the corporation to those enumerated items, but are for the purpose of establishing the primary purposes and the related powers of the corporation. Notwithstanding any other provision of these Articles of Incorporation of The Optimist Club Foundation of Sanibel Captiva, Inc., the foundation will not carry on any activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be: 1067 Sandcastle Road, Sanibel Island, Florida 33957 and the name of the initial registered agent of the corporation is: John Basher whose address is the same.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISIONS

(A) The corporation is not for profit.

(B) 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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

(C) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by contribution to the Optimist International Foundation an exempt organization or organizations operating for exempt purposes within the meaning of section 501(C)(3) or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

(D) The Optimist Club of Sanibel Captiva, Inc., a Not For Profit Club organized and existing under and by virtue of the laws of the State of Florida shall be the only voting member of the corporation. The Optimist Club of Sanibel Captiva, Inc. shall vote its one membership vote by act of a majority of its voting directors

(hereinafter referred to as the Member) present at a meeting of the club at which a quorum is present. A quorum for this purpose at any given time shall be defined by the then existing Bylaws of The Optimist Club of Sanibel Captiva. In exercising its voting control over The Optimist Club Foundation of Sanibel Captiva, Inc., the voting Board of Directors of the Optimist Club of Sanibel Captiva, Inc. shall have the power and authority to act without the voting approval or ratification of the membership of The Optimist Club of Sanibel Captiva, Inc.

The voting Board of Directors of the Optimist Club Foundation of Sanibel Captiva shall exercise its right to vote annually to elect a Board of Directors for the Optimist Club Foundation of Sanibel Captiva, Inc. There shall always be at least three Directors of the The Optimist Club Foundation of Sanibel Captiva, Inc. However, this number of directors may be increased by a vote of the shareholders of the The Optimist Club Foundation of Sanibel Captiva, Inc. from time to time. However, only an individual who is an Optimist Club Member may be eligible to serve as a director or officer of the The Optimist Club Foundation of Sanibel Captiva, Inc.

(E) Subject to the reservation of the member of the corporation of the power to make, alter, amend or repeal the Bylaws of the corporation, and subject to such restrictions upon the authority of the Board of Directors as may be contained in the Bylaws adopted by the member, the Board of Directors shall have power to make, alter, amend or repeal the Bylaws of the corporation, but any Bylaws made by the Board of Directors may be altered, amended or repealed by the member.

(F) The corporation reserves the right to amend its Articles of Incorporation from time to time in any and as many respects as may be permitted by laws of the State of Florida, in effect at the time of the making of any such amendment and in the manner prescribed by said laws.

(G) The corporation shall not engage in any business of any kind ordinarily carried on for profit, and nothing in the Articles of Incorporation or in the Constitution or By-Laws shall be interpreted to so authorize the corporation. The corporation shall not enter into any transaction or carry on any activity or engage in any business for pecuniary profit. Any income received by the corporation shall be applied only to the nonprofit purposes and objectives of the corporation set forth herein and no part hereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

(H). The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

(I) The corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(J) The corporation will not retain any excess business holdings as defined in section 4943 to) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(K) The corporation will not make any investments in such manner as to subject it to tax

under section 4944 of the Internal Revenue code, or corresponding section of any future federal tax code.

(L) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII. 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 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 IX. 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 Sand Castle Road
Sanibel Island, Florida 33957


Secretary/ Treasurer

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

John Basher
1067 Sand Castle Road
Sanibel Island, Florida 33957

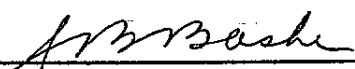
IN WITNESS WHEREOF, the undersigned incorporator of THE OPTIMIST FOUNDATION OF SANIBEL CAPTIVA, INC. has hereunto set his hand and seal this 28th day of April, 1998.



JOHN Basher

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

JOHN BASHER, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent.



JOHN Basher

FILED
98 MAY -4 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

FLORIDA DRIVERS LICENSE AS I.D.

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


NOTARY PUBLIC

My Commission Expires:

