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JOHN M. LYNN
CARL HANSON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF COUNSEL:
PROENZA, ROBERTS AND HURST, P.A.
GROVE PLAZA
2900 MIDDLE STREET
MIAMI, FLORIDA 33133

February 14, 2000

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

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-02/21/00--01148--008
122.50 **78.75

RE: BONEFISH UNLIMITED, INC., a non-profit corporation,

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for **BONEFISH UNLIMITED, INC., a non-profit corporation**, together with our check in the amount of \$122.50 to cover the following cost of filing:

Filing Fee	\$ 35.00
Certified Copy	52.50
Certificate designating registered agent	<u>35.00</u>
TOTAL	\$ 122.50

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,



Carl Hanson

CH/csb
Enclosure(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

**BONEFISH UNLIMITED, INC.,
a non-profit corporation**

I, the undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida, by and under provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: **BONEFISH UNLIMITED, INC.,
a non-profit corporation.**

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

A. The specific and primary purposes for which this corporation is formed are to support, assist and encourage conservation of fish and wildlife resources, and primarily for the support of bonefish research in the South Florida area; to raise receive, maintain and donate funds for these purposes; to support true sportsmanship in a lawful and legal manner among those who fish; to promote and encourage good fellowship among sportsmen; to encourage support of fish and game laws of this State and of the nation; and for such other lawful non-profit purposes as this organization sees fit consistent with the intent hereof.

B. The general purposes for which this corporation is formed are to operate exclusively for such propagation and conservation purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal-Revenue Code or corresponding provisions

of any subsequent Federal Tax Laws, including, but not limited to, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V CAPITAL STOCK

No shares of stock shall be issued. 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 (excluding financial assistance under any scholarship program which may be created), 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 above. 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 any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or any successor provision, or (ii) a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code or any successor provision.

ARTICLE VI DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code, or any successor provision, as the Board of Directors shall determine.

ARTICLE VII MEMBERSHIP

The qualifications for membership and the manner of admission of members shall be set forth in the bylaws of the corporation.

ARTICLE VIII INITIAL OFFICE AND REGISTERED AGENT

The initial principal office for the transaction of business is located at 100 Anchor Drive, #83, Key Largo, Florida 33037.

The name of the initial registered agent is: THOMAS N. DAVIDSON.

The street address of the initial registered office is: 7 Sunrise Cay Drive, Key Largo, Florida 33037.

ARTICLE IX
DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The names of the initial directors, the number of such directors, the term of such directors and the method of the election of such directors shall be set forth in the by-laws of the corporation.

ARTICLE X
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is: THOMAS N. DAVIDSON, 100 Anchor Drive, #83, Key Largo, Florida 33037.

Executed and acknowledged this 17 day of February, 2000.



THOMAS N. DAVISON

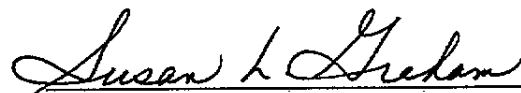
STATE OF FLORIDA)
COUNTY OF MONROE)

BEFORE ME personally appeared THOMAS N. DAVIDSON, to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of February, 2000.

My Commission Number:
My Commission Expires:

SUSAN L. GRAHAM
Notary Public, State of Florida
My comm. exp. June 1, 2003
Comm. No. CC842193



NOTARY PUBLIC-STATE OF FLORIDA
SUSAN L. GRAHAM
Printed Name of Notary Public:

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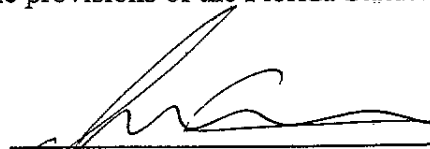
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

That BONEFISH UNLIMITED, INC., desiring to be organized under the laws of the State of Florida, which will have its principal office in Key Largo, Florida, has named THOMAS N. DAVIDSON of Key Largo, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the Incorporator of BONEFISH UNLIMITED, INC., to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.



THOMAS M. DAVIDSON
Registered Agent.