

NOV. 22. 2000. 4:13PM.
Div. of Corporations

HARLEE PORGES

NO. 2135

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

LAKEWOOD RANCH COMMUNITY ACTIVITIES, INC.

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**ARTICLES OF INCORPORATION
OF
LAKEWOOD RANCH COMMUNITY ACTIVITIES, INC.
A Florida Not For Profit Corporation**

The undersigned hereby associates to form a not for profit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be LAKEWOOD RANCH COMMUNITY ACTIVITIES, INC., and its initial principal office will be at 6310 Lakewood Ranch Blvd., Bradenton, Florida 34202.

**ARTICLE II
PURPOSES AND POWERS**

This Corporation is a not-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation include by way of example, but not by way of limitation:

A. To coordinate and facilitate all social service clubs and organizations of the Lakewood Ranch villages as well as coordinate, organize and plan all special community events taking place at and involving the Lakewood Ranch villages.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit Corporations.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or to any member of the Corporation or

This Instrument Prepared By:

Joseph L. Najmy, Esq. (FBN: 0847283)
Harlee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, FL 34205
(941) 748-3770

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to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

D. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

E. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more Organizations which themselves are exempt as Organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

ARTICLE III

MANNER OF ELECTION OF BOARD OF DIRECTORS

The method of election of the Board of Directors of the Corporation shall be as set forth in the Bylaws for the Corporation. In no event shall the number of Board of Directors for this Corporation be less than three (3). The names and addresses of the initial Board of Directors are as follows:

	<u>Name</u>	<u>Address</u>
1.	THOMAS J. DANAHY	6215 Lorraine Road, Bradenton, FL 34202
2.	ROBERT P. WEBER	6215 Lorraine Road, Bradenton, FL 34202
3.	JERREE AMODIO	6215 Lorraine Road, Bradenton, FL 34202

ARTICLE IV

INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, Officer or committee member of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred

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by him in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted, or not pursued by the proposed indemnity, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of this provision to provide the most comprehensive indemnification possible to the Officers, Directors and committee members of the Corporation, as permitted by Florida law.

ARTICLE V
TERM

The Corporation shall have perpetual existence unless and until dissolved as provided by law.

ARTICLE VI
INCORPORATOR

The name and street address of the Incorporator is:

SMR-2, INC., A Florida corporation
6215 Lorraine Road
Bradenton, Florida 34202

ARTICLE VII
INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF INITIAL REGISTERED AGENT

The name of the initial Registered Agent and Florida street address of the initial Registered Agent is:

ANTHONY CHIOFALO
6215 Lorraine Road
Bradenton, Florida 34202

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IN WITNESS WHEREOF, the Incorporator has executed these ARTICLES this 20th
day of November, 2000.

SMR-2, INC., a Florida corporation

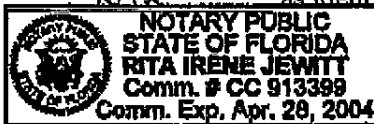


By: A. John Clarke
As its President

Signed, sealed and delivered
in the presence of:

STATE OF FLORIDA
COUNTY OF MANATEE

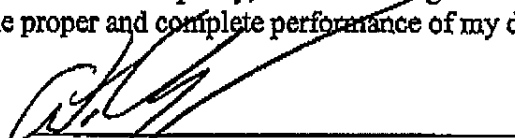
The foregoing instrument was acknowledged before me this 20th day of November, 2000, by A. John Clarke, as President of SMR-2, Inc., a Florida corporation, designated above as the entity which shall serve as this corporation's incorporator, who has provided as identification or who is personally known to me.




Notary Public, State of Florida

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above Corporation at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.


Anthony Chiofalo

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