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THE UNITED STATES CORPORATION COMPANY

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CUSTOMER: Harry O. Hendry, Esq
The Hendry Law Firm, P.a.

2242 Main Street
Fort Myers, FL 33901

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DOMESTIC FILING

NAME: THE CAPTIVA ROCKS HISTORICAL PRESERVATION SOCIETY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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EXAMINER'S INITIALS: 1/23/01

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ARTICLES OF INCORPORATION

OF

THE CAPTIVA ROCKS HISTORICAL PRESERVATION SOCIETY, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

THE UNDERSIGNED, acting as incorporators of a corporation, pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I

Name and Address

The name of the Corporation shall be **THE CAPTIVA ROCKS HISTORICAL PRESERVATION SOCIETY, INC.** The address of the corporation, at the time of incorporation, is 15152 Anchorage Way, Fort Myers, Florida 33908. The Directors (Executive Committee) of the Corporation may change the location of the principal office of said Corporation from time to time.

ARTICLE II

Duration

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

Corporate existence shall commence on the date these Articles are filed by the Department of State.

ARTICLE III

Purpose

a) The specific and primary purpose for which this corporation is organized is to preserve, repair and maintain a historic structure, the Captiva Rocks Fishcamp, which is consistent with The Comprehensive Plan of Lee County, to educate and inform the general public as to the history of the commercial fishing industry of Charlotte Harbor and Pine Island Sound between 1895 and 1939.

b) No part of any net earnings, if any, shall inure to the benefit of any member, trustee or officer of the corporation except as provided by law.

c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided for in Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act.

ARTICLE IV

Qualification and Admission of Members

The authorized number, qualifications and manner of admission of members of this corporation, the different classes of membership, if any, the proper voting and other rights and privileges of members, the liability of members for dues and assessments, and the method of collection, and the termination and transfer of membership shall be set forth in the bylaws of the corporation, as the same shall be adopted and determined by the directors from time to time.

ARTICLE V

Registered Agent

The name of the corporation's initial Registered Agent is **ROY L. HENDRY**.

The address of the Registered Agent is 15152 Anchorage Way, Fort Myers, Florida 33908.

ARTICLE VI

First Board of Directors

The following three (3) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

ROY L. HENDRY	15152 Anchorage Way Fort Myers, FL 33908
MARCIA K. COLE	797 Spring Creek Road Danridge, TN 37725
ROBERT McQUEEN	P.O. Box 511249 Punta Gorda, FL 33951

ARTICLE VII

Basis Under Which the Corporation is Organized

The corporation is a not for profit corporation as defined in and by Florida Statute Chapter 617. As such it is not organized for the pecuniary gain or profit of, and its net earnings, if any, nor any part thereof, is distributable to its members, directors, officers or other private persons, except as may be specifically permitted by law.

ARTICLE VIII

Management of Corporate Affairs

a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs directed by a board of three (3) directors. The number of directors provided for in these articles, may be changed by a bylaw adopted by the board of directors, but may never be less than three (3).

b) Election of Directors: The method of electing directors shall be as set forth in the bylaws.

c) Election of Officers: The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer. The qualifications, time, manner of electing or appointing, the duties of, term of office and manner of removing officers shall be as set forth in the bylaws.

ARTICLE IX

Name and Address of Incorporator

The name and address of the incorporator is as follows:

ROY L. HENDRY
15152 Anchorage Way
Fort Myers, FL 33908

ARTICLE X

Bylaws

The Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be altered, amended, or repealed in whole or in part, by the directors in the manner provided in the bylaws.

Any amendment to the bylaws will be binding on all members of the corporation.

ARTICLE XI

Amendment of Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and then presented to a majority of the voting members for their vote. Amendments must be adopted by a majority of the members.

ARTICLE XII

Distribution of Assets

In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to one of more organizations, which themselves are exempt as organizations described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code or corresponding sections of the Code, if subsequently amended or to the federal, state or local government for public purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 19th day of January, 2001.

ROY L. HENDRY

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME personally appeared ROY L. HENDRY to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of January, 2001.

Dena R. Sutor
MY COMMISSION # CC848712 EXPIRES
August 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public
Print Name DENA R. SUTOR
My Commission Expires: 8-18-2003

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

THAT THE CAPTIVA ROCKS HISTORICAL PRESERVATION SOCIETY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Fort Myers, County of Lee, State of Florida, has named ROY L. HENDRY whose address is 15152 Anchorage Way, Fort Myers, Florida 33908, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Roy L. Hendry

ROY L. HENDRY