

NO1000008661

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December 5, 2001

VIA FEDERAL EXPRESS

Florida, Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/07/01--01045--004
*****78.75 *****78.75

RE: The Women's Fishing Institute, Inc., a Florida not-for-profit corporation

Dear Sir or Madam:

Pursuant to the above-referenced matter, please find enclosed the original and a copy of the Articles of Incorporation for The Women's Fishing Institute, Inc., for filing with the Florida, Department of State records. I have enclosed this firm's check in the amount of \$78.75 to cover the following:

Filing Fees	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	8.75
TOTAL	\$ 78.75

Thank you for your attention to this matter. If you have any questions with regard to the foregoing, please do not hesitate to contact me.

Sincerely,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.

Teresa M. Hunter

Teresa M. Hunter
Real Estate Paralegal

FILED
01 DEC 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/tmh

Enclosures

Carla
AUTHORIZATION BY PHONE TO
CORRECT *incorporator*
DATE *12-12-01*
DOC. EXAM *Oak White*

TPA:210326:1

**ARTICLES OF INCORPORATION
OF
THE WOMEN'S FISHING INSTITUTE, INC.
(A Not-For-Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of THE WOMEN'S FISHING INSTITUTE, INC., a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be THE WOMEN'S FISHING INSTITUTE, INC. The initial principal office shall be located at 617-A Cleveland Street, Suite 9, Clearwater, Florida 33755.

ARTICLE II

PURPOSE

The purposes of the Corporation are to support the integration of women and children into the sport of fishing, provide and facilitate educational resources and support to women to encourage participation and advancement of public awareness of marine resource conservation, including encouraging protection of marine habitats to facilitate and receive charitable contributions and to pay them over to organizations defined under Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, and in furtherance thereof, to operate exclusively within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

DURATION

The term of the Corporation shall be perpetual or until such time as the Corporation is dissolved by law.

ARTICLE V

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as

amended, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. If the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, then:

1. The Corporation will distribute a sufficient amount for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VI

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are

ARTICLE X

BOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be four (4) and have been appointed by the Incorporator. The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leiza A. Fitzgerald	877 Bay Esplanade Clearwater, Florida 33767
Patricia Kucera	111 East Grapefruit Circle Clearwater, Florida 33759
Jeanne F. Reeves	302 Knights Run Avenue, Suite 900 Tampa, Florida 33602
Marilyn Mullen Healy	4938 S. Melrose Avenue Tampa, Florida 33629

C. The Directors shall be elected pursuant to the procedures set forth in the Bylaws of the Corporation. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise

exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII

MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VIII

INCORPORATOR

The name of the Incorporator of this Corporation is Marilyn Mullen Healy, and the address of said Incorporator is 401 East Jackson Street, Suite 2700, Tampa, Florida 33602.

ARTICLE IX

OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the Bylaws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

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ARTICLE XI

BYLAWS

Bylaws shall be adopted, altered amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XII

INTERNAL REVENUE CODE

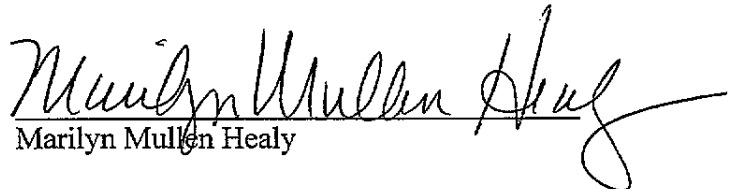
All references herein to the "Internal Revenue Code" shall refer to the Internal Revenue Code of 1986, as amended, and the relevant Treasury Regulations thereunder, as they now exist or as they may hereafter be amended, or any corresponding provisions of any later federal tax laws.

ARTICLE XIII

REGISTERED OFFICE AND AGENT

The street and mailing address of the registered office of the Corporation is 401 East Jackson Street, Suite 2700, Tampa, Florida 33602, and the name of the registered agent of the Corporation at that address is Marilyn Mullen Healy, Esq.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 30th day of November, 2001.


Marilyn Mullen Healy

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Marilyn Mullen Healy, hereby accept the appointment as the registered agent of THE
WOMEN'S FISHING INSTITUTE, INC. as made in the foregoing Articles of Incorporation.

Marilyn Mullen Healy

Dated: 11-30-01

FILED
01 DEC 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA