

No 2000000905

2375 NORTH TAMiami TRAIL, SUITE 308  
NAPLES, FL 34103 - OFFICE

**DAVID W. RYNDERS**

ATTORNEY AT LAW

305 WEDGE DRIVE  
NAPLES, FLORIDA 34103

PHONE (941) 434-8370  
FAX (941) 434-8310

PHONE (941) 434 2282 - OFFICE  
FAX (941) 434 2289

Practice Limited to:  
Federal, State and Local Government Legal Matters  
with emphasis on Civil Rights

ADMITTED IN:  
FLORIDA  
WASHINGTON STATE

January 26, 2002

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

300004864403--0  
-02/04/02--01070--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

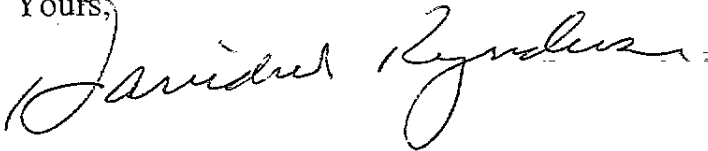
Re: Incorporation of the SAVE VANDERBILT BEACH FUND, Inc.

Dear Ladies or Gentlemen,

We are enclosing an original and one copy of our proposed Articles of Incorporation for the organization named above. Also, we have enclosed our check in the amount of \$78.75 for filing and for return of a file-stamped copy of the Articles along with a Certificate of Incorporation. Please mail these to our corporation's Registered Agent, David W. Rynders at 2375 Tamiami Trail North, Suite 208, Naples, Florida 34103.

Please contact Mr. Rynders at any of his phone numbers above if you have any questions or problems concerning the filing of these documents.

Yours,



David W. Rynders

FILED  
02 FEB -4 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

g2/s

ARTICLES OF INCORPORATION OF  
SAVE VANDERBILT BEACH FUND, INC.

The undersigned incorporators hereby form a not-for-profit corporation under Chapter 617, Florida Statutes, as follows:

FILED  
02 FEB -4 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation shall be SAVE VANDERBILT BEACH FUND, Inc., a corporation not for profit, and the principal office and the mailing address of the corporation (hereinafter referred to as the FUND) shall be 2375 N. Tamiami Trail, Suite 308, Naples, Florida 34103.

Article II-Purpose and Nature of Business

The purpose and business of the FUND shall be to save and protect the Vanderbilt Beach area of Collier County together with its immediate environs (hereinafter referred to collectively as "Vanderbilt Beach") in regard to its health and safety, the police and fire protection service systems, the densities and intensities of development and uses, the transportation facilities, the health care facilities, equipment or services and especially the environmental and natural resources of Vanderbilt Beach for the benefit of the members of the FUND by means of action to promote and support any improvements, efforts or projects which the members of the FUND believe will save and/or improve Vanderbilt Beach and by means of actions to oppose any attempted developments, efforts or projects which the members of the FUND reasonably believe will adversely affect Vanderbilt Beach.

Article III-Membership and Quorum

Any individual person having a direct or indirect fee ownership in or who rents residential property in Vanderbilt Beach who shall express a desire in writing to be a member and who shall deliver such written expression to the President of the FUND, along with payment for the annual dues to be set by the Board of Directors, shall be a member of the FUND for the period covered by such dues. In all matters in which the membership is entitled to vote, each member shall be entitled to one vote. Members' shares in any funds or assets of the FUND may not be assigned or transferred in any manner except by majority vote of the entire membership or in such other manner as may be determined by the Board of Directors.

A membership quorum shall consist of there being sufficient members present and attending, or attending by proxy, to represent 60% of the total number of all members of the FUND. A vote of the majority of the total number of the members attending, or attending by proxy, at meetings shall be necessary for the FUND to take action.

#### Article IV- Registered Agent

The street address of the initial registered office of the FUND shall be 2375 N. Tamiami Trail, Suite 308, Naples, Florida 34103, and the initial registered agent at that address is David W. Rynders, Esq., Fla. Bar No. 129235.

#### Article V- Term of Existence

This corporation shall exist perpetually.

#### Article VI- Directors

The number and method of election of directors and the method of selection of officers shall be as stated in the bylaws. All corporate powers shall be exercised by or under the authority of the board of directors, subject to any limitation set forth in these articles of incorporation.

#### Article VII-Officers

The names and addresses of the initial officers of the FUND, who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

##### President:

Diane Ketcham, Gulf Cove, Apt 401, 10562 Gulfshore Drive, Naples, Florida 34108

##### Vice-president and Secretary:

Joe Connolly, The Mansions, Apt 6-N, 10635 GulfShore Drive, Naples, Florida 34108

##### Treasurer:

C.J. Fields, The Barcelona, Apt 1402, 10691 Gulfshore Drive, Florida 34108

### Article VIII- Special Provisions

The FUND shall have all of the corporate powers granted by statute and shall have all common law and ordinary powers permitted a corporation not for profit under Florida law which do not conflict with these articles or the FUND bylaws. The corporation shall also have those powers reasonably necessary to carry out its mission to preserve and protect Vanderbilt Beach, including but not limited to the power to:

- a. Own and convey property;
- b. Establish bylaws and adopt rules and regulations concerning any money or other property owned by the FUND;
- c. Raise funds for the operation and expenses of the FUND;
- d. Sue and be sued in its own name;
- e. Contract for services necessary to carry out its mission and exercise its powers.
- f. To do all other things necessary or desirable to carry out the purpose and business of the FUND as set out in Article II above.

### Article IX-Dissolution

The FUND may be dissolved as provided by law, except that in the event of dissolution, any money or other assets of the FUND shall be conveyed or dedicated to a similar not-for-profit corporation, or to Collier County if the County will accept it solely to assure the continued preservation of Vanderbilt Beach in perpetuity.

### Article X-Incorporators

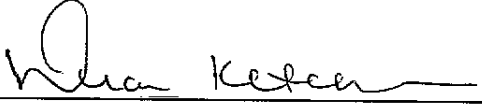
The name and street address of the incorporators to these Articles of Incorporation are:

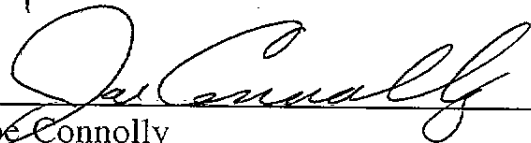
1. Diane Ketcham, Gulf Cove, Apt 401, 10562 Gulfshore Drive, Naples, Florida 34108


2. Joe Connolly, The Mansions, Apt 6-N, 10635 GulfShore Drive, Naples, Florida 34108

3. C.J. Fields, The Barcelona, Apt 1402, 10691 Gulfshore Drive, Florida 34108

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this 30 day of January, 2002:

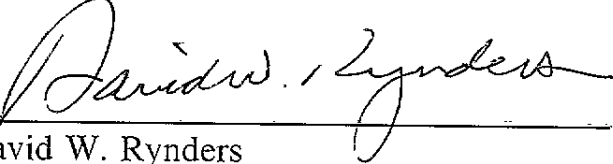
  
Diane Ketcham

  
Joe Connolly

  
C.J. Fields

Acceptance of Registered Agent Designated in Articles of Incorporation

David W. Rynders, having a business address identical to the registered office of the corporation named above, and having been designated as the registered agent in the foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under Chapter 617.0503, Florida Statutes.

  
David W. Rynders

**FILED**  
02 FEB -4 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA