

NO 2000001895

LELY TOUCHDOWN CLUB

EFFECTIVE DATE

3-6-02

(941) 394-3697 (O)
(941) 394-4829 (Fax)

Mailing Address:
1016 Inlet Drive
Marco Island, Florida 34145

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

Re: Incorporation of Lely Touchdown Club, Inc.

Dear Sir/Madam:

Pursuant to the incorporation of Lely Touchdown Club, Inc., enclosed are the following

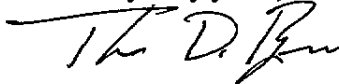
1. Original and one (1) copy of fully executed Articles of Incorporation of Lely Touchdown Club, Inc.:
2. Check in the amount of \$122.50 to cover the following items:

| | |
|----------------------------------|-----------------|
| (a) Filing Fees | \$ 35.00 |
| (b) Certified Copy of Articles | \$ 52.50 |
| (c) Registered Agent Designation | <u>\$ 35.00</u> |

TOTAL \$122.50

3. Please certify the enclosed executed copy of the Articles of Incorporation and return same to the undersigned.

Very truly yours,



Thomas D. Bogan

Enclosures

FILED
02 MAR -8 PM 4:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-03/08/02--01045--010
122.50 **78.75

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EFFECTIVE DATE

3-6-02

ARTICLES OF INCORPORATION

OF

LELY TOUCHDOWN CLUB, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

FILED

02 MAR -8 PM 4:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1

NAME

The name of this corporation is LELY TOUCHDOWN CLUB, Inc., referred to as "the Corporation".

ARTICLE II

PRINCIPAL PLACE OF BUSINESS


The Corporation's principal place of business and mailing address is 1016 Inlet Drive, Marco Island, Florida 34145.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Thomas D. Bogan and the address of the registered agent is 1016 Inlet Drive, Marco Island, Florida 34145.

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that she is familiar with the obligations of that position as set forth in Chapter 617, Florida Statutes.



Thomas D. Bogan
Registered Agent

ARTICLE IV

PURPOSE

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- (A) The purposes for which the Corporation is formed are: To promote and support the athletic programs of Lely High School; To promote and foster the common good and general welfare of the people of this state through bringing about civic betterments and social improvements; To promote and foster charitable, educational or scientific activity for having purposes consonant with those of the corporation; To accept, hold, invest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use or donate the income or principal, and to devote the same to, the above purposes of the corporation.
- (B) To carry out this single purpose, the corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- (C) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE V POWERS

The Corporation is empowered:

- (A) The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.
- (B) In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, the residual assets of the Corporation will be turned over only to one or more organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes and which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any or future law, or to the Federal, State or local government for exclusive public purpose.
- (C) Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax 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 or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any other corresponding provision of any future United States internal revenue law.

ARTICLE VI **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than four (4) and no more than ten (10) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director. The names and addresses of the persons who shall serve as initial Directors, until their successors are elected and qualified, or until their resignation or removal pursuant to the By-laws of the Corporation, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Thomas D. Bogan | 1016 Inlet Drive, Marco Island, Florida 34145 |
| Kathleen Bogan | 1016 Inlet Drive, Marco Island, Florida 34145 |
| John Cassio | 1529 Buccaneer Ct., Marco Island, Florida 34145 |
| Kenneth E. Moss | 950 North Collier Blvd, #207, Marco Island, Fl 34145 |

Directors shall serve without compensation.

ARTICLE VII **OFFICERS**

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified, or until their resignation or removal pursuant to the By-laws of the Corporation. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one year.

The initial officers shall be:

| | |
|-----------------------------------|--|
| Thomas D. Bogan President | 1016 Inlet Drive, Marco Island, Florida 34145 |
| Kathleen Bogan Treasurer | 1016 Inlet Drive, Marco Island, Florida 34145 |
| John Cassio Secretary | 1529 Buccaneer Ct., Marco Island, Florida 34145 |
| Kenneth E. Moss Vice President | 950 North Collier Blvd, #207, Marco Island, FL 34145 |

Officers shall serve without compensation.

ARTICLE VIII **MEMBERS**

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, the voting and other rights and privileges of members, the liability of members for dues or assessments, if any, and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the By-laws of the Corporation. The initial members shall be incorporators.

ARTICLE IX **BY-LAWS**

By-Laws of the Corporation may be adopted, made, altered, or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE X **AMENDMENTS**

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

ARTICLE XI
INCORPORATORS

The names and addresses of the subscribers to these articles of incorporation are as follows:

| | |
|-----------------|--|
| Thomas D. Bogan | 1016 Inlet Drive, Marco Island, Florida 34145 |
| Kathleen Bogan | 1016 Inlet Drive, Marco Island, Florida 34145 |
| John Cassio | 1529 Buccaneer Ct., Marco Island, Florida 34145 |
| Kenneth E. Moss | 950 North Collier Blvd, #207, Marco Island, Fl 34145 |

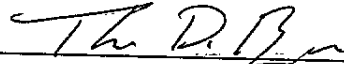
ARTICLE XI
DURATION


The period of its duration is perpetual.

ARTICLE XII
EFFECTIVE DATE OF INCORPORATION

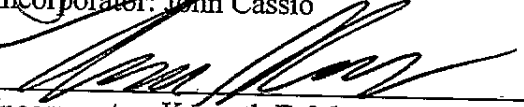
This corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation which shall become effective this 6th day of March, 2002.


Incorporator: Thomas D. Bogan


Incorporator: Kathleen Bogan


Incorporator: John Cassio


Incorporator: Kenneth E. Moss