

No2000002817



ACCOUNT NO. : 072100000032

REFERENCE : 525767 11548A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Piquito

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2002 APR 12 PM 1:42

FILED

ORDER DATE : April 12, 2002

ORDER TIME : 11:04 AM

ORDER NO. : 525767-005

CUSTOMER NO: 11548A

CUSTOMER: Karen S. Keaton, Esq
Karen S. Keaton, P.a.

2816 Beach Boulevard

Saint Petersburg, FL 33707

DOMESTIC FILING

NAME: FISHING FOR EDUCATION, INC.

EFFECTIVE DATE:

300005257273--9

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley - EXT. 1130

EXAMINER'S INITIALS:

2589
W02-10393

JS 4/17/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 APR 12 PM 1:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 12, 2002

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date

SUBJECT: FISHING FOR EDUCATION, INC.
Ref. Number: W02000010393

We have received your document for FISHING FOR EDUCATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 902A00021899

RECEIVED
02 APR 16 PM 4:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
FISHING FOR EDUCATION, INC.

2002 APR 12 PM 1:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of the Corporation shall be FISHING FOR EDUCATION, INC. The principle place of business and mailing address is 7600 131st Street North, Seminole, FL 33776

ARTICLE II

PURPOSES

Section 1. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any Member of the Corporation or any other 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 or Officer 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. 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.

Section 3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provision 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 from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV

MEMBERS

The Corporation shall have Members. The membership of the Corporation shall constitute all persons hereinafter named as Subscribers, as Directors, and such other persons who, from time to time hereafter, meet such criteria for membership, qualification and manner of admission as shall be determined by the Board of Directors and provided for in the Bylaws of the Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors.

Section 2. The Corporation shall have three (3) members of the Board initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are Members of the Corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

Thomas K. Verdensky
7600 131st Street North
Seminole, FL 33776

David Culbreth
7600 131st Street North
Seminole, FL 33776

John Noto
7600 131st Street North
Seminole, FL 33776

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI

OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, a Secretary,

a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

President: Thomas K. Verdensky
7600 131st Street North
Seminole, FL 33776

Vice President: John Noto
7600 131st Street North
Seminole, FL 33776

Secretary/Treasurer: David Culbreth
7600 131st Street North
Seminole, FL 33776

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

ARTICLE VII

BYLAWS

The membership shall adopt Bylaws for the Corporation at the first meeting of the membership of the Corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

ARTICLE VIII

CONDUCT OF AFFAIRS

The conduct of the affairs of the Corporation shall be limited by the various provisions of the Bylaws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the Corporation, the Directors and the Members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7600 131st Street North, Seminole, FL 33776, and the name of the initial registered agent of the Corporation located at that address is Thomas K. Verdensky,

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Thomas K. Verdensky
7600 131st Street North
Seminole, FL 33776

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

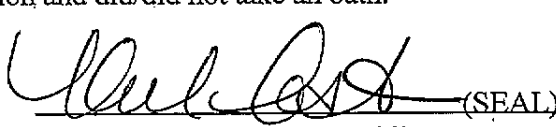
These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the Corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 8 day of April, 2001.


Thomas K. Verdensky
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 8th day of April, 2001, by Thomas K. Verdensky, ~~who is personally known to me or who has produced GLADL as identification and did/did not take an oath.~~

 (SEAL)
Karen S. Keaton, Notary Public
STATE OF FLORIDA

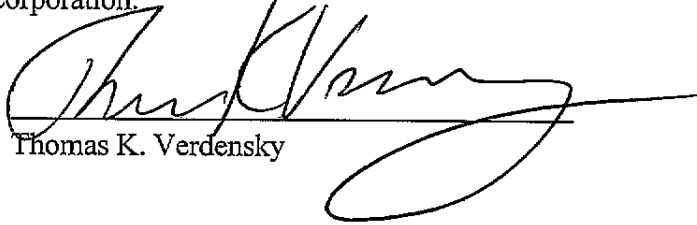
My Commission Expires:



Karen S. Keaton
MY COMMISSION # DD055410 EXPIRES
September 9, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I hereby accept to act as Initial Registered Agent of FISHING FOR EDUCATION, INC., as stated in these Articles of Incorporation.



Thomas K. Verdensky

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SECRETARY OF STATE
TALLAHASSEE FLORIDA