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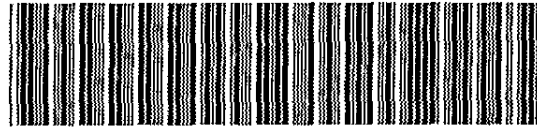
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CORPORATIONS

1-17-03
472

December 17, 2002

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

SUBJECT: The Bonita Springs Tropical Fruit Club, Inc. (BSTFC)
59-3705500

Enclosed are an original and one (1) copy of the articles of incorporation
and a check for: \$87.50 Filing Fee, Certified Copy, and Certificate.

FROM: ANTONIO J. D'AMBROSIO
3421 CREEKVIEW DRIVE
BONITA SPRINGS, FL 34134
239-495-9215

ENCLS: 1 ORIGINAL + 1 COPY OF THE ARTICLES


Antonio J. D'Ambrosio,
Treasurer

Antonio J. D'Ambrosio
3421 Creekview Drive
Bonita Springs, FL 33134
239-495-9215

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)
OF

THE BONITA SPRINGS TROPICAL FRUIT CLUB, INC.

ARTICLE I. NAME

The name of the Corporation is **THE BONITA SPRINGS TROPICAL FRUIT CLUB, INC.**

ARTICLE II. PRINCIPAL OFFICE

THE BONITA SPRINGS TROPICAL FRUIT CLUB, INC., POST OFFICE BOX 366516 Bonita Springs, Florida 34136

ARTICLE III. PURPOSE

Said corporation /organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section future Federal tax code.)

ARTICLE IV. MANNER OF ELECTION

This is the manner in which the Director are elected or appointed.

The Board of Directors shall prepare a slate of one candidate for each office or a Nominating Committee appointed by the Board and presented to the membership at the November meeting. Additional nominations may be made from the floor at the December meeting at which time the officers will be elected by vote or by acclamation if so moved and carried. The term of office shall begin on January. No person shall be voted on or elected without his or consent.

ARTICLE V. INITIAL DIRECTORS/OFFICERS

The incorporations of the Corporations Directors and Officers are:

Thomas Betts, President, 25071 Penny Royal Drive, Bonita Springs, Florida 34134

Frank Denardis, Vice President, 108 Viking Way, Naples, Florida 34110

Antonio J, D'Ambrosio, Treasurer, 3421 Creekview Drive, Bonita Springs, Florida 34134

Ira Dash, Secretary, 203 Bayfront Drive, Bonita Springs, Florida 34134

The President, Vice President, Treasurer, and Secretary shall manage the affairs of the Corporation.

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DIVISION OF CORPORATIONS
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BOARD OF DIRECTORS

The Corporation Shall have at least three (3) not more than seven (7) directors.
The initial directors of the Corporation shall be:

Callum Stark 28524 Sombrero Drive, Bonita Springs, FL 34135
Marilyn Neuder, 90 Southport Cove, Bonita Springs, FL 34135
Joseph Busa, 24751 Bay Bean Court, Bonita Springs, FL 34134

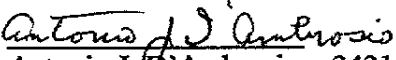
ARTICLE VI. **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The address of the Corporation's initial registered office is c/o Thomas Betts, 25071 Penny Royal Drive, Bonita Springs, Florida 34134. The name and address of the Corporation's resident agent is Antonio J. D'Ambrosio, 3421 Creekview Drive, Bonita Springs, Florida 34134, who is also a resident of Florida.


Thomas Betts, 25071 Penny Royal Drive, Bonita Springs, Florida 34134
Registered Agent

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:


Antonio J. D'Ambrosio, 3421 Creekview Drive, Bonita Springs, Florida,
34134
Incorporator

ARTICLE VIII. COMPENSATION

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation, for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the corporation/organization shall be carrying on of prop-agenda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation/organization shall not carry on any other activities not permitted to be

carried on a by a corporation/organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/ organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue (or corresponding section of any future Federal tax code).

ARTICLE IX DURATION/DISSOLUTION

The term of the Corporation shall be perpetual.

Upon the dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.


ARTICLES X. BYLAWS

The Board of Directors shall adopt bylaws for the Corporation. Thereafter, new bylaws may be adopted or the initial bylaws may be repealed or amended in whole or in part at annual meeting of the members or at any meeting of the members called for that purpose, but any such resolution repealing or amending the initial bylaws or adopting new bylaws shall require a vote by the membership.

ARTICLE XI. POWERS AND VOTING RIGHTS

The Corporation, its officers, directors, and members shall have all corporate powers provided under the general corporation law. Members shall be entitled to one vote.

IN THE WITNESS WHEREOF, the incorporators herein below have signed and Acknowledged these Articles of Incorporation this 17 day of December 2002.


Thomas Betts, President


Frank Denardis, Vice-President


Antonio J. D'Ambrosio, Treasurer


Ira Dash, Secretary