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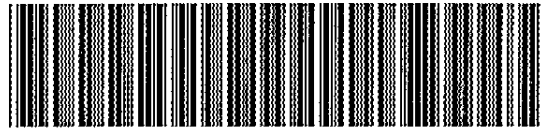
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**GOETZ, HARTMAN & LANDSTEINER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW**

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NORMAN A. HARTMAN, JR., P.A.
KARL C. LANDSTEINER, P.A.

2133 Winkler Avenue, Suite 300
Fort Myers, Florida 33901
(239) 936-2841
(239) 936-4197 fax

PLEASE REPLY TO:
P.O. Box 6844
Fort Myers, Florida 33911

June 5, 2003

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of Foundation for the Lee County Library System, Inc.

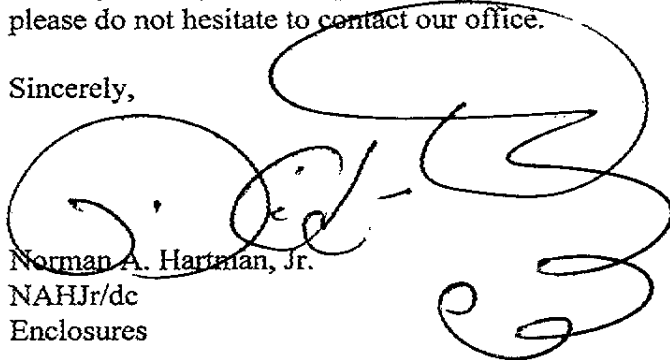
Gentlemen:

Enclosed herein you will find an original and one copy of the proposed Articles of Incorporation relative to the above-referenced not-for-profit corporation, along with a check in the amount of \$78.75 for filing fees, charter tax, etc.

Would you please be so kind as to forward a certified copy of the approved Articles directly to this office upon filing of same.

Thank you for your anticipated cooperation and if you have any questions concerning this filing, please do not hesitate to contact our office.

Sincerely,



Norman A. Hartman, Jr.
NAHJr/dc
Enclosures

cc: James O. Butler (w/copy of enclosure)

ARTICLES OF INCORPORATION

OF

FOUNDATION FOR THE LEE COUNTY LIBRARY SYSTEM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article I - NAME

The name of the corporation is FOUNDATION FOR THE LEE COUNTY LIBRARY SYSTEM, INC.

ARTICLE II - DURATION

The period of duration of the corporation is perpetual.

Article III - PURPOSE

The general nature of the objects and purposes of this corporation are:

A. The corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c) (3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of such Code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 the purposes set forth in these Articles of Incorporation.

C. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law (b) by an organization, contributions to

which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) or (c) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of the Not For Profit Corporation Act.

E. The specific and primary purposes for which this corporation is formed are:

1. To benefit and support the Lee County Library System of Lee County, Florida, by providing goods and services which include but are not limited to the following: books and other library materials, buildings, facilities, equipment, scholarships, monies, endowment funds and other real and personal property or grants for any such purposes.

2. To provide for services and facilities over and above what the traditional tax base funding of the Lee County Library System has provided but not to provide funds which can be substituted for traditional tax base funding, capital improvement funding, State or Federal grants.

3. To benefit and support national and state library organizations, including but not limited to American Library Association, Florida Library Associations, Friends of Library U.S.A., Freedom to Read Foundation, and Florida Center for the Book.

Article IV - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is 1927 S.E. 13th Street, Cape Coral, Florida 33990, and the name of the initial registered agent at such address is Martha Gurwit, Ph.D.

Article V - NUMBER OF DIRECTORS

The corporation shall be organized on a non-stock basis and shall have no members. The business affairs of this corporation shall be managed by the Board of Directors who shall have and may exercise all the powers of the corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the corporation as from time to time in effect.

This corporation shall have five (5) directors initially, who shall be elected annually, unless changed by the Bylaws. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

The names and addresses of the persons who are to serve as directors for the ensuing year,

or until the first annual meeting of the corporation, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	
Martha Gurwit, Ph.D.	1927 S.E. 13th Street Cape Coral, FL 33990	President
Nellie Slaton	4402 S.E. 13th Avenue Cape Coral, FL 33904-5344	Vice President
Jane Reilly	8771 King Lear Court Fort Myers, FL 33908	Secretary
Ursula Blake Buie	1418 Collins Road Fort Myers, FL 33919	Assistant Secretary
Virginia (Ginny) Yates	5215 Tower Drive Cape Coral, FL 33904-5853	Treasurer

Article VI- SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
Martha Gurwit, Ph.D.	1927 S.E. 13th Street Cape Coral, FL 33990
Jane Reilly	8771 King Lear Court Fort Myers, FL 33908
Ursula Blake Buie	1418 Collins Road Fort Myers, FL 33919
Virginia (Ginny) Yates	5215 Tower Drive Cape Coral, FL 33904-5853
Nellie Slaton	4402 S.E. 13th Avenue Cape Coral, FL 33904-5344
James O. Butler	3434 McGregor Blvd. Fort Myers, FL 33901

ARTICLE VII- OFFICERS

The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

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

ARTICLE VIII - BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

Article IX - AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose, by a 2/3rds vote of all Directors then in office.

Amendments to these Articles of Incorporation may also be made at a regular meeting of the Board of Directors upon notice given as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI - MEETINGS

The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

Article XI - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed 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.

IN WITNESS WHEREOF, we, the undersigned subscribed incorporators, have hereunto set our hands and seals this 22nd day of MAY, 2003, for the purpose of forming this

corporation not for profit under the laws of the State of Florida.

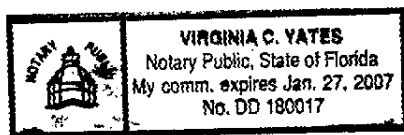
Marttha Gurwit
MARTHA GURWIT, PH.D.
Ursula Blake Buie
URSULA BLAKE BUIE
Nellie Slaton
NELLIE SLATON

Jane Reilly
JANE REILLY
Virginia C Yates
VIRGINIA (GINNY) YATES
James O. Butler
JAMES O. BUTLER

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 28 day of May, 2003, by MARTHA GURWIT, PH.D., who is personally known to me or who has produced FI DRIVERS LIC as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county aforesaid on the day and year first above written.



Virginia C Yates
Notary Public (SEAL)
Virginia C Yates
Typed or printed name of notary

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 27 day of 5, 2003, by JANE REILLY, who is personally known to me or who has produced Drive License as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county aforesaid on the day and year first above written.

Milam Ross Webb
Notary Public (SEAL)



Milam Ross Webb
MY COMMISSION # CC848957 EXPIRES
October 24, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Milam Ross Webb
Typed or printed name of notary
MY COMMISSION # CC848957 EXPIRES
October 24, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 27 day of 5,
2003, by URSULA BLAKE BUIE, who is personally known to me or who has produced
Driver License as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county aforesaid on the day and year
first above written.



Milam Ross Webb
MY COMMISSION # CCB48957 EXPIRES
October 24, 2003
Bonded Thru TROY FAIN INSURANCE, INC.

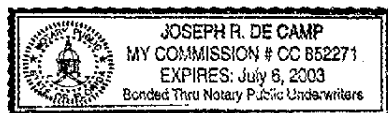
Milam Ross Webb
Notary Public (SEAL)

Typed or printed name of notary

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 28 day of May,
2003, by VIRGINIA (GINNY) YATES, who is personally known to me or who has produced
FL DRIVERS LIC as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county aforesaid on the day and year
first above written.



Joseph R. De Camp
Notary Public (SEAL)

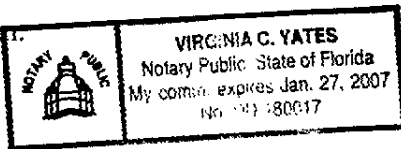
Joseph De Camp
Typed or printed name of notary

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 28 day of May,
2003, by NELLIE SLATON, who is personally known to me or who has produced
FL DRIVERS LIC as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county aforesaid on the day and year

first above written.



Virginia C Yates
Notary Public (SEAL)



Milam Ross Webb
MY COMMISSION # CC848957 EXPIRES
October 24, 2003 TYPED OR PRINTED NAME OF NOTARY
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 27 day of 5
2003, by JAMES O. BUTLER, who is personally known to me or who has produced
Driver License as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county aforesaid on the day and year
first above written.

Milam Ross Webb
Notary Public (SEAL)



Milam Ross Webb
MY COMMISSION # CC848957 EXPIRES
October 24, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Typed or printed name of notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM SERVICE MAY BE MADE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following statement is submitted in compliance with said Statute:

THAT, FOUNDATION FOR THE LEE COUNTY LIBRARY SYSTEM, INC., desiring to organize under the laws of the State of Florida with its initial principal office at 1927 S.E. 13th Street, Cape Coral, Florida 33990, has named MARTHA GURWIT, Ph.D., located at 1927 S.E. 13th Street, Cape Coral, Florida 33990 as its agent to accept service of process within this State.

FOUNDATION FOR THE LEE COUNTY
LIBRARY SYSTEM, INC.

By: Martha Gurwit
MARTHA GURWIT, Ph.D., President

ACCEPTANCE

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the duties and obligations of my position as registered agent.

Martha Gurwit
MARTHA GURWIT, Ph.D.

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3 JUN 10 PM 1:19
CLERK OF STATE
TALLAHASSEE FLORIDA