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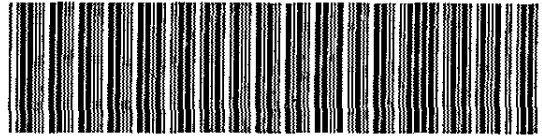
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TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Edison Ford Winter
Estates

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

ARTICLES OF INCORPORATION
OF
EDISON & FORD WINTER ESTATES, INC.
(A Non-Profit Corporation)

FILED
03 JUN 16 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers, each a natural person competent to contract, acting as incorporators of a corporation not for profit (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE 1.

1.1) Name. The name of the Corporation is EDISON & FORD WINTER ESTATES, INC.

ARTICLE 2.

2.1) Purposes. The corporation is organized exclusively for educational and charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and including without limitation, the education of members and the public on the value of the Thomas A. Edison and Henry Ford Winter estates, located in Fort Myers, Florida, as a unique community resource.

2.2) Limitations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to

its members, 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 Article 2.1 hereof. 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. Notwithstanding any other provision 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3

3.1) Qualification of Members. Any person with an interest in the Edison & Ford Winter Estates may become a member of the corporation upon payment of dues as determined by the Board of Directors.

3.2) Manner of Admission. Applicants who qualify under

paragraph 3.1 hereof, shall be admitted to membership upon the submission of an application, accompanied by the first year's annual dues, which may be in effect at the time of such application.

3.3) Voting Rights. No member shall have any voting rights, except as set forth herein, or any other powers in the management of the affairs of the Corporation, which powers be exclusively in the Board of Directors.

ARTICLE 4.

4.1) Existence. The Corporation is to have perpetual existence.

4.2) Distribution Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 5.

5.1) Address. The street address of the principal office of the Corporation in the State of Florida is 1417 Steele Street, Fort Myers, Florida 33901. The Board of Directors may from time to time move the principal office to any other address in Florida.

5.2) Resident Agent. The name of the resident agent of the Corporation upon whom service of process may be served at the above address is STEVEN CARTA, 1619 Jackson Street, Fort Myers, Florida 33901, until and unless changed as prescribed by law.

ARTICLE 6.

6.1) Initial Board of Directors. The first Board of Directors of the Corporation shall consist of at least two (2) persons, but no more than five (5) persons.

6.2) Names and Addresses. The names and addresses, and terms of service of the members of the first Board of Directors, who shall hold office until the first annual meeting of the membership or until their successors shall have been elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Earl Smith	1417 Steele Street Fort Myers, FL 33901
Dr. Marsa Detscher	1803 Ardmore Road Fort Myers, FL 33901

6.3) Increase or Decrease of Directors. The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent director, or (b) reduce the number of directors to less than three.

6.4) Election. An annual election of the members of the Board of Directors shall be held at a time and manner to be specified in the By-Laws of the Corporation. Candidates shall be nominated by mail by the membership and voted upon as provided in the By-Laws.

ARTICLE 7.

7.1) Subscribers. The name and address of each person signing these Articles of Incorporation as a subscriber are:

<u>Name</u>	<u>Address</u>
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Steven Carta	1619 Jackson Street Fort Myers, FL 33901
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ARTICLE 8.

8.1) Officers. The affairs of the Corporation are to be managed by a President, a Vice President, a Secretary, a Treasurer, and a Board of Directors.

8.2) Names and Office. The names of the Officers of the Corporation, who shall serve until the first meeting of the Board of Directors or until their successors shall have been elected or appointed and have qualified, are:

<u>Name</u>	<u>Office</u>
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EARL SMITH	President/Treasurer
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DR. MARISA DETSCHER Vice-President/Secretary

8.3) Election. Officers shall be elected annually by the majority vote of the membership, in the manner provided in the By-Laws.

ARTICLE 9.

9.1) Meetings of Directors. Meetings of the Board of Directors of the Corporation, annual, regular or special, may be held either within or without the State of Florida.

9.2) By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the members, as provided in the By-Laws. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property of the Corporation not inconsistent with the Florida Statutes or other laws or these Articles of Incorporation.

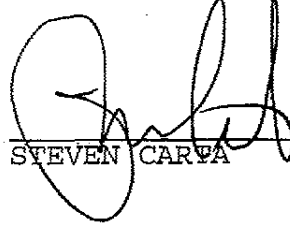
9.3) Indemnification. The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding in the manner and to the extent authorized by Section 608.13, Florida Statutes. The Corporation may also pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) of sub-section (14) of such Section upon receipt of an undertaking by or on behalf of the

director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section. Any such indemnify or payment shall not affect any other rights to which those indemnified may be entitled under any by-law, agreement, vote of membership or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 10.

10.1) Amendments to Articles of Incorporation. The members may from time to time to amend, alter or repeal, suspend or add any provision to these Articles of Incorporation (as now constituted or hereafter amended) by a two-thirds (2/3) vote of those members attending the annual meeting, provided any such changes have been published and distributed to the general membership at least 30 days prior to such meeting, and all rights conferred upon the membership by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to

this reservation. Amendments may be proposed by any Director or any member.




STEVEN CARTA

(SEAL)

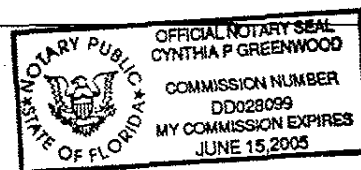
STATE OF FLORIDA)
) S
COUNTY OF LEE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared STEVEN CARTA, to me personally known and known to be the person described as incorporator and subscriber who made, subscribed and acknowledged the foregoing Articles of Incorporation, and he acknowledged before me that he had so made, subscribed and acknowledged such Articles of Incorporation.

WITNESS my hand and official seal, this 13th day of June, 2003.

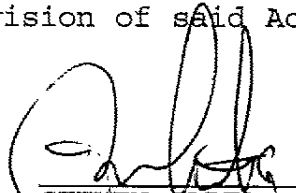

Notary Public
Print Name: _____

My Commission Expires: _____



ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


STEVEN CARTA
Resident Agent

FILED
03 JUN 16 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA