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Division of Corporations

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Florida Department of State
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Electronic Filing Cover Sheet

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FLORIDA NON-PROFIT CORPORATION

Gators Galore, Inc

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July 24, 2003

Department of State
New Filings Department
P.O. Box 6327
Tallahassee, FL 32314

Re: *GATORS GALORE, INC.*
Our File no. 3491.5

Dear Sir or Madam:

Attached is the Electronic Filing Cover Sheet encompassing the Articles of Incorporation of Gators Galore, Inc. The Gators Galore Trademark shown in the corporate records is owned by the Naples Art Association, Inc., which also owns Gators Galore, Inc. The officers of Naples Art Association, Inc. and Gators Galore, Inc. are the same.

With this information, please accept this new filing for Gators Galore, Inc.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in cursive script that reads 'Robin H. Doxey'. Below the signature, the name 'Robin H. Doxey' is printed in a serif font.

RHD/jss
Enclosures

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**ARTICLES OF INCORPORATION
OF
GATORS GALORE, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation ("Articles"):

**ARTICLE I.
NAME OF CORPORATION**

The name of the corporation (the "Corporation") is:

GATORS GALORE, INC.

**ARTICLE II.
ADDRESS**

The initial principal office or mailing address of the Corporation is:

7500 Davis Blvd.
Naples, Florida 34104

**ARTICLE III.
MAILING ADDRESS**

The mailing address of the Corporation is:

P.O. Box 8896
Naples, Florida 34101

**ARTICLE IV.
REGISTERED AGENT**

The name and address of the Corporation's initial registered agent is:

James R. Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

**ARTICLE V.
INCORPORATOR**

The name and address of the sole incorporator of the Corporation is:

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James R. Nici
1185 Immokalee Road, Suite 110
Naples, Florida 34110

ARTICLE VI. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) and (4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which not-for-profit corporations may be formed under Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act. In particular, the Corporation is formed exclusively for the purposes of making distributions to and supporting the Boys & Girls Club of Collier County, Inc., a Florida not-for-profit corporation and The Naples Art Association, Inc., a Florida not-for-profit Corporation, or if such organizations no longer qualify as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c), then to other similar organizations that qualify as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c).

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

ARTICLE VII. ACTIVITIES AND PROHIBITIONS

Notwithstanding any other provisions of these Articles to the contrary, the following provisions shall apply to the Corporation at all times:

1. 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.
2. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
3. 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.
4. The Corporation shall be a non-stock Corporation and shall not have the power to declare dividends.

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5. The Corporation shall not have or exercise any power that would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code, or by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, nor shall the Corporation engage directly or indirectly in any activity that would cause the loss of such qualification.

ARTICLE VIII. MEMBERS

The provision for qualification of members and the manner of their admission is to be set forth in the Bylaws.

ARTICLE IX. DIRECTORS

The number of directors on the Board shall be not less than three (3) persons nor more than twelve (12). Thereafter, within the limits above specified, the number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than three (3). The number of directors shall be determined by resolution of the Board adopted from time to time; provided, however, that any change in the number of directors must be approved by a majority of the entire Board. No decrease in number of directors shall shorten the term of any incumbent director. Each director shall be elected by a majority vote of the Board. Each director shall be elected for a one-year term and, upon completion of a term, may be re-elected. Each director may serve no more than three (3) consecutive terms. A director who leaves the Board at the expiration of a third consecutive term shall be eligible for re-election as a director one (1) year from the date of such expiration. At all times, a minimum of one (1) director from each of the current board of directors of the Naples Art Association, Inc. and the Boys & Girls Club of Collier County, Inc., respectively, shall serve on the Board of the Corporation. The number of directors serving from the Naples Art Association, Inc., and the Boys & Girls Club of Collier County, Inc., respectively, shall always be equal. At all times the majority of the Board shall consist of directors from the Naples Art Association, Inc. and the Boys & Girls Club of Collier County, Inc., with a majority of the Board directors elected or appointed by the directors of the Naples Art Association, Inc., and the Boys & Girls Club of Collier County, Inc." At each annual meeting the successors to the directors whose term shall expire in that year shall be elected to hold office for a term of one (1) year from the date of their election and until their successors are duly elected and qualified.

The name and address of the persons to serve as directors of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Lea Smith
6552 Ridgewood Drive
Naples, Florida 34108

Joanne Ricciardiello
1026 Spyglass Lane
Naples, Florida 34102

Dolores Sorey
220 Gulfshore Blvd. North
Naples, FL 34103

Jeannette Kessler
415 10th Avenue South
Naples, FL 34102

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Terrance Flynn
3801 Fort Charles Drive
Naples, Florida 34102

Joan Salke
8477 Bay Colony Drive
Naples, FL 34108

ARTICLE X. INDEMNIFICATION

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent permitted by law, including but not limited to the provisions of Florida Statutes Chapter 617.0831

ARTICLE XI. AMENDMENT

These Articles may be amended as provided in the Bylaws of the Corporation and shall be made in accordance with the provisions of the laws of the State of Florida. Notwithstanding the foregoing to the contrary, these Articles shall not be amended in a manner that will cause the Corporation to no longer qualify as a not-for-profit corporation or as an organization which is exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE XII. DISSOLUTION

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) in equal shares to The Naples Art Association, Inc., or its legal successor(s), and the Boys & Girls Club of Collier County, Inc., or its legal successor(s), or all to the surviving organization, or if there are no organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c), then to such organization or organizations with similar purposes who is/are qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act has executed these Articles of Incorporation this 23rd day of July, 2003.

By: 

James R. Nici

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Gators Galore, Inc.
2. The name and address of the registered agent and office is:

James R. Nici
c/o Cox & Nici
3001 Tamiami Trail North, Suite 100
Naples, Florida 34103

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

Dated: July 23, 2003

By: 
Initial Registered Agent

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