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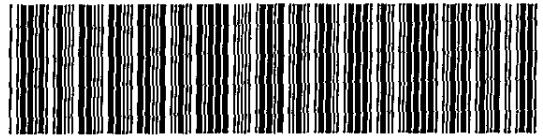
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-14-03
28

TRANSMITTAL LETTER

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

SUBJECT: The Sonny Medeiros Foundation, Inc.
(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Hector Cruz-Lopez
Name (Printed or typed)

9921 Robins Nest Road
Address

Boca Raton, FL 33496
City, State & Zip

561-9513716
Daytime Telephone number

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 SONNY MEDEIROS FOUNDATION, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under Chapter 617, F.S., Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is The Sonny Medeiros Foundation, Inc. (hereinafter called the "Corporation").

ARTICLE II
INCORPORATOR'S NAME AND ADDRESS

The name and street address of the Incorporator is:

Hector Cruz-Lopez
9921 Robins Nest Road
Boca Raton, FL 33496

ARTICLE III
INITIAL PRINCIPAL OFFICE

The mailing address of the Corporation's initial principal office is:

The Sonny Medeiros Foundation, Inc.
9921 Robins Nest Road
Boca Raton, FL 33496

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

Hector Cruz-Lopez
The Sonny Medeiros Foundation, Inc.
9921 Robins Nest Road
Boca Raton, FL 33496

ARTICLE V
PURPOSE

The Sonny Medeiros Foundation is dedicated to the furthering of stewardship behavior toward fish resources through fly-fishing education. The Sonny Medeiros Foundation seeks to foster the highest ideals and excellence in fly fishing education as it relates to promoting stewardship of fishery resources and the waters they depend upon; while also honoring excellence in development of fisheries education materials. The foundation seeks cooperative arrangements with other aquatic education organizations and grants awards for personal efforts in aquatic education. All this is done within Chapter 617, F.S., Florida Not For Profit Corporation Act, and the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as subsequently amended.

ARTICLE VI
OFFICERS

The names and residence addresses of the persons constituting the initial officers are:

Hector Cruz-Lopez
9921 Robins Nest Road
Boca Raton, FL 33496

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TALLAHASSEE, FLORIDA

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Ronald A. Howard Jr.
2900 Pueblo Court South
College Station, Texas 77845

Carl E. Richardson
555 Donegal Springs Road
Mount Joy, PA 17552

Bruce E. Matthews
Care of Recreational Boating and Fishing Foundation
601 N. Fairfax St., Ste. 140
Alexandria, VA 22314

Jonathan Lyman
808 Fritz Cove Road
Juneau, AK 99801

Jennifer C. Dennison
2070 W. Choctaw Dr
London, OH 43140

Sharqn Rushton
19 Jacob Lane
Killingworth, CT 06419

Including the initial Officers, the board of directors shall consist of a minimum of three (3) persons and in addition such number of directors as shall be determined by the from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII

LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this Corporation shall be personally liable to the Corporation for monetary damages for breach of any duty owed to the Corporation, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends, or (iv) a transaction from which the director derives an improper personal benefit. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law.

ARTICLE VIII

OTHER PROVISIONS

Assets: The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation under Chapter 617, F.S., Florida Not For Profit Corporation Act. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

Management: Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three. The number and method of election of the Directors of the Corporation who shall serve following the terms of the initial Directors of the Corporation shall

be as stated in the bylaws.

Initial Board of Directors: The initial Board of Directors of the Corporation shall be appointed by the Incorporator at the first organizational meeting of the Corporation.

Members: The Corporation shall have one or more classes of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws.

Dissolution: If this organization is dissolved through a unanimous vote of the Board of Directors and the Incorporator, or by any other means, legally binding upon the corporation under Chapter 617, F.S., Florida Not For Profit Corporation Act, 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 federal tax codes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

Director or Officer Interest: In the absence of fraud, no transaction between (a) this Corporation and (b) any other association, corporation or any director or officer of this Corporation individually, shall be affected by the fact that any director or officer of this Corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation. In addition no part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or any 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 purpose set forth in article V hereof.

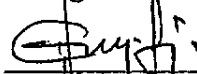
Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation under Chapter 617, F.S., Florida Not For Profit Corporation Act, and a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of future federal tax code.

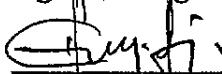
Corporate Seal: The Corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments: The Board of Directors of the Corporation may amend these Articles of Incorporation, as it may deem necessary for the conduct of its business and carrying out of its purposes under Chapter 617, F.S., Florida Not For Profit Corporation Act and section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Upon written notice, the Articles of Incorporation may be amended, altered, or rescinded by a unanimous vote of the Board of Directors of the Corporation and the Incorporator, in accordance with procedures established by the Bylaws.

The President or any Vice-President and the Secretary or Treasurer shall execute all instruments that are executed on behalf of the Corporation which affect an interest in real estate. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent 3 Nov 2003
Date


Signature/Incorporator 3 Nov 2003
Date