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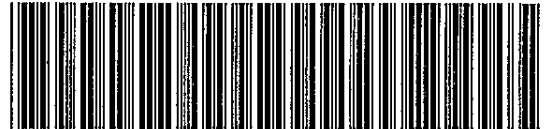
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**CAPITAL CONNECTION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Barnacle's Bay Club, Inc.*

- ☒ 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 \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: *WL*

Name \_\_\_\_\_

Date *7/19*

Time *11:00*

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ARTICLES OF INCORPORATION  
OF  
BARNACLE'S BAY CLUB, INC.  
A FLORIDA NON-PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Barnacle's Bay Club, Inc.

ARTICLE II PRINCIPAL OFFICE

The street address of the initial principal office is 15696 Bromeliad Road, Bokeelia, Florida 33922, and mailing address of this corporation is 15696 Bromeliad Road, Bokeelia, Florida 33922.

ARTICLE III PURPOSE

The purposes for which the corporation is organized are as follows:

The purpose for which this not for profit corporation is organized is to established a non-profit club on north Captiva Island, Florida to serve its residents and other non-residents when various club related activities as further defined in its by-laws.

A. SPECIFIC AUTHORITY. In further evidence of its purposes, the corporation shall have the following rights and powers:

1. To own and maintain, repair and replace, any real and/or personal property that is currently owned or maybe owned at time to time by the corporation.
2. To control the specifications, design, appearance, elevation and location of landscaping around all building and improvements of any type, including walls, fences, sewers, drains disposal systems, or other structures constructed, placed or permitted to the remain on the club premises, as well as the alteration, improvements, addition and/or changes thereto.
3. To provide security, street lighting and/or other such services as determined by the corporation.
4. To provide, acquire, replace, improve, maintain and/or repair any buildings, structures, street lights and other structures, the landscaping, paving, if any, and equipment, related to the health, safety and social welfare of the members of the corporation as the Board of Directors in its direction determines as necessary.

5. To operate without profit for the sole exclusive benefit of its members.
6. To perform all of the functions contemplated of the corporation and undertaken by the Board of Directors of the corporation as set forth in its by-laws.
7. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation and incorporate by-laws.
8. To promulgate and enforce rules, regulations, covenants, restrictions and agreements to effectuate the purposes for which the corporation is organized.
9. To delegate power or powers where such is deemed to be in the best interest of the corporation.
10. To fix assessments and/or fines to be levied against the members to defray expenses and the costs of effectuate the objects and purposes of the corporation.
11. To charge members for services rendered by the corporation for the use of corporation property when such is deemed appropriate by the Board of Directors.
12. To pay taxes and other charges, if any, on or against the property owned or accepted the by the corporation.
13. To sue and be sued and appear and defend in all action and proceedings in its corporate name to the same extent as a natural person and to have all the powers conferred upon the corporation by Chapter 617 of the Florida Statutes as now existing or as hereinafter amended.
14. However necessary in order to fulfill the objectives of this corporation.

#### ARTICLE IV TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

#### ARTICLE V POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

## ARTICLE VI LIMITATIONS

The Corporation shall be operated exclusively for charitable, educational and scientific purposes as a nonprofit corporation. No individual trustee or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

## ARTICLE VII MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

## ARTICLE VIII TRUSTEES/DIRECTOR

A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees/Directors.

B. Number. The number of Trustees/Directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three Trustees/Directors, and, in the absence of any such determination, shall be three trustees.

C. Election; removal. Trustees/Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

D. Initial Trustees/Directors. Trustees/Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

<u>Name</u>	<u>Address</u>
Eva Kinsey Scala	15696 Bromeliad Road Bokeelia, Florida 33922
Nancy K. Durham	12190 King James Court Cape Coral, Florida 33991
Shirley Jackson	2583 1 <sup>st</sup> Street Fort Myers, Florida 33901
Phillip H. Kinsey, Jr.	2583 1 <sup>st</sup> Street Fort Myers, Florida 33901

(Trustees and Directors may be used interchangeably throughout the document)

#### ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is EVA KINSEY SCALA, and her address is 15696 Bromeliad Road, Bokeelia, Florida 33992, and the designated agent by her signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of Section 607.034, Florida Statutes.

#### ARTICLE X INCORPORATOR

The number of the directors constituting the initial Board of Trustees/Directors of the corporation is one (1), and thereafter the number of Trustees/Directors shall be such number as is fixed from time to time by the by-laws.

The name and street address of the Incorporator to these Articles of Incorporation is EVA KINSEY SCALA at 15696 Bromeliad Road, Bokeelia, Florida 33922.

#### ARTICLE XI BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees/Directors and may be altered, amended or rescinded by the Board of Trustees.

#### ARTICLE XII AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

#### ARTICLE XIII DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

The undersigned has executed these Articles of Incorporation this 16th day of July, 2004.

Eva Kinsey Scala  
Eva Kinsey Scala  
Incorporator and  
Registered Agent

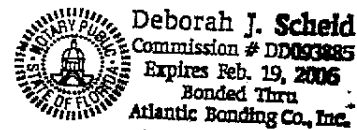
STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, EVA KINSEY SCALA, ( XX ) who is personally known to me or ( ) who has produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this 16th day of July, 2004.

My commission expires:

Deborah J. Scheid  
Notary Public



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