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FLORIDA NON-PROFIT CORPORATION

UNIVERSITY OF MICHIGAN CLUB OF SOUTHWEST FLORIDA, IN

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H04000189221 3
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**ARTICLES OF INCORPORATION
OF
UNIVERSITY OF MICHIGAN CLUB OF SOUTHWEST FLORIDA, INC.**

The undersigned, in order to form a nonprofit corporation under the provisions of the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes), hereby signs, verifies and submits the following Articles of Incorporation.

Article I: Name

The name of the corporation shall be UNIVERSITY OF MICHIGAN CLUB OF SOUTHWEST FLORIDA, INC. (hereinafter referred to as the "Corporation").

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purposes and Powers

3.1 Purposes. The general nature of the objects and purposes of this Corporation shall be:

A. The Corporation is formed to promote and foster closer fellowship and comradery among the alumni and friends of the University of Michigan in the Southwest Florida area, to raise funds for the purpose of supporting (through tuition grants and otherwise) students from the Southwest Florida area attending the University of Michigan, and to support in general the interests of the University of Michigan as determined by the board of directors.

B. Notwithstanding any other provision of these Articles, the purposes for which this corporation is organized are exclusively charitable, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

3.2 Powers. To the end that the foregoing purposes and any other related charitable, literary and educational purpose may be carried out, performed and accomplished, and to obtain funds or income for said charitable, literary and educational purposes, this Corporation shall have the power to:

A. Acquire, either by grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties or any part thereof, or any business it may acquire in any location, in the name of the Corporation

H04000189221 3

or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the board of directors; to receive donations, gifts and endowments, and to administer to same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for educational, literary and charitable purposes and not for pecuniary profit of the members.

B. Formulate and adopt Bylaws and to alter and rescind the same, provided, however, that said Bylaws shall be agreeable to, within and not beyond or contrary to the powers herein granted, or to any laws of the United States or State of Florida.

C. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

D. Notwithstanding anything contained herein to the contrary, the powers of this Corporation are expressly limited to those of any organization described in Section 501(c)(3) of the Internal Revenue Service.

Article IV: Dedication of Assets; Distribution of Assets; Limitations

4.1 Dedication of Assets. The property of the Corporation is irrevocably dedicated to charitable purposes and 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 may pay reasonable compensation for services rendered to it and make payments and distributions in furtherance of its purposes.

4.2 Distribution of Assets. Upon the winding up and dissolution of the Corporation, all assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to the Scholarship Fund maintained at the University of Michigan in the name of the Corporation; however, if such fund not then be in existence, to an organization or organizations as determined by the board of directors recognized as exempt under Section 501(c)(3) and used exclusively to accomplish the purposes for which this Corporation is organized.

4.3 Limitations. The following limitations shall apply to the Corporation:

A. All of the purposes and powers of the Corporation shall be carried out and exercised exclusively in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) and that contributions to the Corporation shall be deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law ("Section 170(c)(2)").

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3). The Corporation shall not participate in, or

H04000189221 3

intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provision of any subsequent federal tax law.

D. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provision of any subsequent federal tax law.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provision of any subsequent federal tax law.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provision of any subsequent federal tax law.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provision of any subsequent federal tax law.

H. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2).

Article V: Members

5.1. Membership: The Corporation shall be open to any person who is a graduate of the University of Michigan, who has been a student at the University of Michigan, who has been employed by or officially connected with the University of Michigan, who now has or has had children or grandchildren in attendance at the University of Michigan, or who, in the discretion of the board of directors, is a "friend" of the University of Michigan, the term friend being initially defined as anyone who has a vital interest in the University of Michigan.

5.2. Voting: Unless otherwise determined by the board of directors, the members shall have no vote on any corporate matter. The board of directors has sole voting power on all corporate matters. The board of directors may, in its discretion, put any corporate matter to a vote of the members.

5.3. Membership Assessment: Membership may be limited, in the discretion of the board of directors, to those members who have timely paid any assessment upon the membership determined by the board of directors to be a condition of membership.

H04000189221 3

Article VI: Directors

The number of directors constituting the initial board of directors of the Corporation (the "Board of Directors") shall be thirteen (13) directors. The number of members of the Board of Directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the Corporation, but shall never be less than three (3) directors. The directors shall also serve as the trustees of the Corporation. The names and addresses of the individuals to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Richard Benson	6557 Ridgewood Drive Naples, FL 34108
Elliott Burd	4284 Longshore Way S. Naples, FL 34119
Bill Colburn	228 Foxglen Drive #3101 Naples, FL 34102
R. Max Daniels	461 Fox Den Circle Naples, FL 34104
Harry Dunn	4401 Gulf Shore Blvd. N #1005 Naples, FL 34103
Kristi Foster	7509 Cordoba Circle Naples, FL 34109
Peggy Hanson	800 L'Ambiance Circle #102 Naples, FL 34108
Robert Nichols	717 Pitch Apple Lane Naples, FL 34108
Pat Perry	145 Fox Glen Drive Naples, FL 34104
Kenneth Shevin	2016 Mission Drive Naples, FL 34109
Kathleen Slebodnik	32 Pebble Beach Blvd. Naples, FL 34113
David Stevens	2729 Island Pond Lane Naples, FL 34119

H04000189221 3

Robert Stommel

793 Willowbrook Drive #101
Naples, FL 34108

The initial directors shall hold office until the first annual meeting of the Corporation or until successors are elected and qualified. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

Article VII: Director Liability Limitations

A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by a director, or where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Not for Profit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Article VIII: Indemnification

8.1 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 8.2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof)

H04000189221 3

initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 8.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 8.1 or otherwise.

8.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 8.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

8.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

8.4 Insurance, Contracts and Funding. The Corporation may maintain insurance at its expense to protect itself and any director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under Florida law, as applied to nonprofit corporations. The Corporation may, without further action of its members, if any, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

H04000189221 3

8.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Florida Statutes, as applied to nonprofit corporations, or otherwise.

Article IX: Bylaws

The board of directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the board of directors.

Article X: Incorporator

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert J. Stommel	5811 Pelican Bay Blvd., Suite 600 Naples, FL 34108

Article XI: Registered Office And Agent

The address of the initial registered office of the Corporation shall be 5811 Pelican Bay Boulevard, Suite 600, Naples, Florida 34108. The name of the initial registered agent of the Corporation at such address shall be Robert Stommel.

Article XII: Initial Principal Place of Business of Corporation

The address of the initial principal place of business of the Corporation shall be 5811 Pelican Bay Blvd. Suite 600, Naples, Florida 34108.


Article XIII: Amendments

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

H04000189221 3

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation
this 21ST day of SEPTEMBER, 2004.

INCORPORATOR:




Robert Stommel

H04000189221 3

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT**

I, Robert Stommel, 5811 Pelican Bay Blvd. Suite 600, Naples, Florida 34108, hereby accepts his appointment as Registered Agent in the State of Florida for UNIVERSITY OF MICHIGAN CLUB OF SOUTHWEST FLORIDA, INC. (the "Corporation") pursuant to 617.0601, Florida Statutes. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent.

Dated: 9/21/04


Robert Stommel

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