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Law Offices

WILLIAM H. GRACE, P.A.

2449 FIRST STREET P.O. Box 2119 Fort Myers, Florida 33902

TELEPHONE (239) 334-8851

FAX (239) 334-7799

November 17, 2005

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

RE: Friends of the Mound House Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Friends of the Mound House, Inc. together with a check in the sum of \$122.50 representing the following:

Filing Fees \$35.00 Certified Copy \$52.50

Registered Agent

Designation \$35.00

Once the Articles have been approved and file, please forward a certified copy to this office.

Thank you for your assistance in this matter.

Sincerely yours,

Laura A. Strauss Legal Assistant

/las Enclosures

ARTICLES OF INCORPORATION

<u>of</u>

FRIENDS OF THE MOUND HOUSE, INC. A NONPROFIT FLORIDA CORPORATION

ARTICLE I

The name of this corporation is FRIENDS OF THE MOUND HOUSE, INC., a Nonprofit Florida Corporation.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

The name and residence of the Incorporators are as follows:

William H. Grace 1326 Melaleuca Lane Fort Myers, FL 33901

Susan H. Grace 1326 Melaleuca Lane Fort Myers, FL 33901

Laura A. Strauss 60 Cardinal Drive North Fort Myers, FL 33917

The rights and interests of the Incorporators shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE IV

This corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, this corporation is organized to enhance and perpetuate the historical Mound House at Fort Myers Beach, Florida.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 IV hereof. 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 (including the publishing or distribution of intervene in 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

Upon the dissolution of the corporation, 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 code, or shall be distributed to such an organization for a public purpose. Any such asset not so

disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE VII

The affairs of the corporation are to be managed initially by a Board of Directors elected by the membership. Subsequent Boards may be composed of any odd number of Directors up to nine. New Directors shall be elected annually by the members according to the By-Laws that may be in existence from time to time.

ARTICLE VIII

The names and addresses of the persons constituting the first Board of Directors are as follows:

William H. Grace, Director 1326 Melaleuca Lane Fort Myers, FL 33901

Susan H. Grace, Director 1326 Melaleuca Lane Fort Myers, FL 33901

Laura A. Strauss 60 Cardinal Drive North Fort Myers, FL 33917

ARTICLE IX

The street address of the initial registered office of the corporation is: 2449 First Street, Fort Myers, FL 33901 and the initial registered agent at that address is: WILLIAM H. GRACE.

ARTICLE X

This corporation is organized, and shall be operated, on a non-stock basis. The qualifications for members and the manner of their admission shall be regulated by the By-Laws of the corporation.

ARTICLE XI

The Directors, by majority vote, are authorized to establish By-Laws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of November 2005.

WILLIAM H. GRACE

susan H. Brace

LAURA A STRAUSS

STATE OF FLORIDA COUNTY OF LEE

WITNESS my hand and seal this 17th day of November, 2005.

GUALTIAM ACIL

PRINT NAME OF NOTARY PUBLIC

NOTARY PUBLIC

My Commission Expires:

(SEAL)

STATE OF FLORIDA COUNTY OF LEE

Lisa Maitland

Commission # DD389076

Expires: MAR. 02, 2009

Gendled thru Atlantic Bonding Co., Inc.

WITNESS my hand and seal this 17th day of November, 2005.

PRINT NAME OF NOTARY PUBLIC

NOTARY PUBLIC

My Commission Expires:

Lisa Maitland

Commission # DD389076

Expires: MAR. 02, 2009

aded Thru Atlantic Bonding Co., Inc.

(SEAL)

STATE OF FLORIDA COUNTY OF LEE

WITNESS my hand and seal this 17th day of November, 2005.

LISA MAITHAND

PRINT NAME OF NOTARY PUBLIC

NOTARY PUBLIC

My Commission Expires:

Lisa Maitland

Commission # DD389070

Expires: MAR. 02, 2609

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

WILLIAM H. GRACE