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FLORIDA PROFIT/NON PROFIT CORPORATION

Shackin Up, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Shackin Up, Inc.
A Florida Not For Profit Corporation**

Articles of Incorporation of the undersigned a majority of whom are citizens of the United States, desiring to form a Not For Profit Corporation under the Florida Not For Profit Corporation Act do hereby certify:

NAME AND INITIAL PRINCIPAL OFFICE

The name of the corporation shall be **Shackin Up, Inc.** The street address and mailing address of the initial principal office of the corporation shall be 99 Nesbit Street, Punta Gorda, Florida, 33950.

DURATION

Shackin Up, Inc., shall have perpetual existence.

PURPOSE

The purposes for which the **Shackin Up, Inc.**, is organized are as follows:

TO OPERATE AS A CORPORATION PURSUANT TO THE FLORIDA NOT FOR PROFIT CORPORATION ACT (CHAPTER 617 OF THE FLORIDA STATUTES) AND TO EXERCISE ALL OF THE COMMON LAW AND STATUTORY POWERS OF A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF FLORIDA, WHICH ARE NOT IN CONFLICT WITH THE TERMS OF THESE ARTICLES.

TO OWN, MAINTAIN AND ADMINISTER THE FISH CAMP HISTORICALLY KNOWN AS THE EDWARD G. HENDRICKSON FISH SHACK ON CAPTIVA SHOAL.
TO COLLECT AND DISBURSE ASSESSMENTS AND CHARGES TO ITS MEMBERS FOR THE LEASE OF THE SUBMERGED LANDS AND FOR THE MAINTENANCE, REPAIR, AND INSURANCE OF THE FISH CAMP STRUCTURE.

TO FURTHER ANY OTHER PURPOSES AS ARE, OR MAY BE BY AMENDMENT THERE TO, SET FORTH IN THESE ARTICLES OR BY THE BYLAWS.

MEMBERS

The qualification of members and the manner of their admission shall be as regulated by the Bylaws.

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INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 99 Nesbit Street, Punta Gorda, Florida 33950, and the name of the initial registered agent of this Corporation at that address is Jill C. McCrory.

DIRECTORS

THE AFFAIRS OF SHACKIN UP, INC., SHALL BE MANAGED BY A BOARD CONSISTING OF NOT LESS THAN THREE (3) DIRECTORS. THE NUMBER AND QUALIFICATIONS OF DIRECTORS SHALL BE DETERMINED IN ACCORDANCE WITH THE BYLAWS. IN THE ABSENCE OF SUCH DETERMINATION, THERE SHALL BE THREE (3) DIRECTORS.

THE DIRECTORS OF SHACKIN UP, INC., SHALL BE ELECTED BY THE MEMBERS.

THE NUMBER OF PERSONS CONSTITUTING THE FIRST BOARD OF DIRECTORS SHALL BE THREE (3) AND THEIR NAMES AND ADDRESSES ARE AS FOLLOWS:

<u>Name</u>	<u>Address</u>
ROGER H. MILLER, III	99 Nesbit Street Punta Gorda, FL 33950
WILLIAM C. MCMILLAN	839 Napoli Lane Punta Gorda, FL 33950
J. LYN BEVIS	39311 Washington Loop Road Punta Gorda, FL 33982
WILLIAM C. MCCRORY	2803 Shannon Drive Punta Gorda, FL 33950

OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE PRESIDENT, A VICE PRESIDENT, A SECRETARY, A TREASURER AND SUCH OTHER OFFICERS AS MAY BE PROVIDED IN THE BYLAWS.

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THE NAMES OF THE PERSONS WHO ARE TO SERVE AS OFFICERS OF THE CORPORATION UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

<u>Name</u>	<u>Office</u>
J. Lyn Bevis	President
Roger H. Miller III	Vice President
William C. McMillan	Treasurer
William C. McCrory	Secretary

BYLAWS

THE DIRECTORS OF THIS CORPORATION MAY PROVIDE SUCH BYLAWS FOR THE CONDUCT OF BUSINESS AND FOR CARRYING OUT THE PURPOSES OF THE CORPORATION AS MAY BE NECESSARY FROM TIME TO TIME.

THE BYLAWS MAY BE AMENDED, ALTERED OR RESCINDED BY THE DIRECTORS IN THE MANNER SET FORTH IN THE BYLAWS.

AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED AT A SPECIAL MEETING OF THE MEMBERSHIP CALLED FOR THAT PURPOSE BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS EITHER IN PERSON OR BY PROXY. NOTICE OF SUCH SPECIAL MEETING SHALL BE GIVEN AT LEAST FOURTEEN (14) DAYS PRIOR TO THE MEETING IN THE MANNER SET FORTH IN THE BYLAWS.

AMENDMENTS MAY ALSO BE MADE AT A REGULAR MEETING OF THE BOARD OF DIRECTORS UPON NOTICE GIVEN, AS PROVIDED FOR IN THE BYLAWS, OF INTENTION TO SUBMIT SUCH AMENDMENTS, WHICH NOTICE SHALL BE GIVEN AT LEAST FOURTEEN (14) DAYS PRIOR TO THE MEETING AT WHICH SUCH AMENDMENT SHALL BE CONSIDERED.

ANY PROPOSED AMENDMENTS SHALL BE SUBMITTED TO THE MEMBERSHIP IN THE MANNER PROVIDED FOR IN THE BYLAWS AT LEAST THIRTY (30) DAYS PRIOR TO THE TIME OF THE MEETING AT WHICH THE AMENDMENT SHALL BE CONSIDERED.

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INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent to the full extent permitted by law.

INCORPORATOR

The name and address of the Incorporator to these Articles is as follows:

Name

Address

Jill C. McCrory

99 Nesbit Street
Punta Gorda, Florida 33950

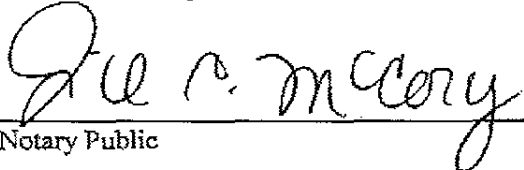
IN WITNESS WHEREOF, I have hereunto subscribed my name this 22 day of August, 2006.


Jill C. McCrory

STATE OF FLORIDA
COUNTY OF CHARLOTTE

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Jill C. McCrory who is personally known to me and is the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County of Charlotte and State of Florida, the day and year last aforesaid.


Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida law, the following is submitted, in compliance therewith:


First: That, **Shackin Up, Inc.**, a not-for-profit corporation desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, Punta Gorda, County of Charlotte, State of Florida, has named:

Jill C. McCrory

located at 99 Nesbit Street, Punta Gorda, Florida 33950, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

Shackin Up, Inc.

By:


Jill C. McCrory, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.


Jill C. McCrory