

NO 7000000819

(Requestor's Name)

(Address)

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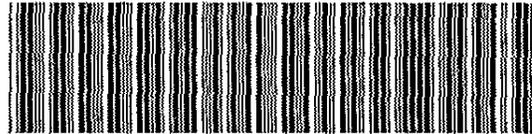
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____



700083860247

01/11/07--01012--004 **87.50

FILED
07 JAN 24 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Special Instructions to Filing Officer:

Debra Herdin GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article 7*
DATE *1/24/07*
DOC. EXAM *MKB*

Office Use Only

*MKB
1/24*

W07-1937

**LESTER GURDIN
11520 CHAPLIS LANE
ESTERO, FL 33928
PH: 239-949-4951**

January 8, 2007

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

RE: Brooks Fishing Club, Inc.
Not for Profit Corporation

Gentlemen:

Enclosed is an original and (1) copy of the Articles of Incorporation and a check for \$87.50 covering the Filing Fee, Certified Copy and Certificate.

Please return the Certified Copy and Certificate to the undersigned.

Thank you.

Very truly yours,



Lester Gurdin

cc: Brooks Fishing Club



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

07 JAN 24 PM 3:40

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

January 12, 2007

LESTER GURDIN
11520 CHAPLIS LANE
ESTERO, FL 33928

SUBJECT: BROOKS FISHING CLUB, INC.
Ref. Number: W07000001937

We have received your document for BROOKS FISHING CLUB, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

In article 4 you stated six(6) directors but listed only five.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 107A00002860

ARTICLES OF INCORPORATION

OF

BROOKS FISHING CLUB, INC.
(A Florida Not For Profit Corporation)

FILED

07 JAN 24 PM 3: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The Name of the Corporation is: Brooks Fishing Club, Inc

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The Street Address of the initial principal office of the Corporation is at 24251 Copperleaf Blvd., Bonita Springs, FL. 34135. The initial mailing address of the Corporation is 24251 Copperleaf Blvd., Bonita Springs, FL. 34135.

ARTICLE 3

PURPOSES

The Purposes for which the Corporation is organized are as follows:

A. The purposes for which the Corporation is organized is to receive and maintain real or personal property, or both, and subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income there from and principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 and Regulations issued pursuant to thereto as they now exit or as they may hereafter be amended. Further purposes of the Corporation are set forth in the By-Laws of Corporation.

B. Do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

C. The Corporation has not been formed for pecuniary profit or financial gain and no part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director, Officer, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

D. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to be come subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not engage in any act of self-dealing as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal laws.

H. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

I. Notwithstanding any other provisions of the Article of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (3) (c) of the Internal Revenue Code and Regulations issued pursuant there to as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

J. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations or organizations organized exclusively for charitable, educational, religious or

scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets 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 purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4

DIRECTORS AND OFFICERS

A. The methods of election of the Directors and Officers of the Corporation are set forth in the Bylaws of the Corporation,

B. Except as required by Florida Law, Directors and Officers of the Corporation shall not be personally liable to the Corporation or its members for monetary damages because of their breach of duty as Directors and Officers.

C. The Names and Addresses of the persons who are the initial six (5) directors of the Corporation are:

Director: Joseph Bartoletti, President, 24251 Copperleaf Blvd, Bonita Springs, FL 34135
Director: Neil Parker, Vice President, 22521 Glenview Lane, Bonita Springs, FL 34135
Director: Bob Oshinsky, Secretary, 23580 Sandycreek Terrace #1601, Bonita Springs, FL 34135
Director: Frank Scandale, Treasurer, 9015 Spring Run Blvd, Bonita Springs, FL 34135
Director: Tony Cavallaro, Past President, 15254 Orlanda Drive, Bonita Springs, FL 34135

ARTICLE 5

INDEMNIFICATION

The Corporation shall indemnify a Director or Officer of the Corporation, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party, because the Director or Officer is or was a Director or Officer of the Corporation, against reasonable attorney fees and expenses incurred by the Director or Officer in connection with the proceeding. The Corporation may indemnify an Individual made a party to a proceeding because the Individual is or was a Director, Officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the Directors, Officers, employees or agent, as the case may be, is permissible in the circumstances because the Directors, Officer, employee or agent has met the standards of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for Directors, Officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director, Officer, employee or agent of the Corporation. The

If any word, clause or sentence of these Articles of Incorporation shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected.

**ARTICLE 11
DURATION**

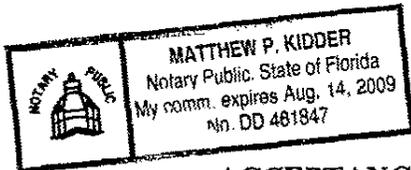
The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has signed these Articles of Incorporation on the 8th day of January, 2007

Lester J. Gurdin
Lester J Gurdin
Sole Incorporator

STATE OF FLORIDA)
)
COUNTY OF LEE) ss:

The forgoing instrument was acknowledged before me this 8th day of Jan, 2007 by Lester J Gurdin who is personally known to me (or who produced _____ as identification) and who acknowledged to and before me that he executed this instrument for the purposes therein expressed



M. Kidder
Notary Public
My Commission Expires: 8-14-09

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Brooks Fishing Club, which contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligation of my position as registered agent.

Dated this 8th day of January, 2007.

Joseph Bartolotta
Registered Agent

FILED
07 JAN 24 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA