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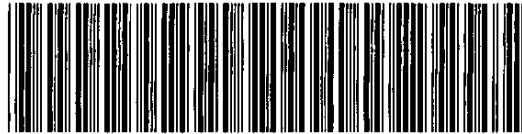
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TALLAHASSEE, FLORIDA

MRD  
8/30



**WOODWARD, PIRES & LOMBARDO, P.A.**  
**A t t o r n e y s - A t - L a w**

August 20, 2007

CRAIG R. WOODWARD ○  
MARK J. WOODWARD  
ANTHONY P. PIRES, JR. □  
J. CHRISTOPHER LOMBARDO  
STEVEN V. BLOUNT  
CARRIE E. LADEMAN

Florida Department of State  
Division of Corporations  
Attn: Amendments  
P.O. Box 6327  
Tallahassee, FL 32314

CARLO F. ZAMPOGNA  
JENNIFER L. DEVRIES  
JENNIFER M. TENNEY

○ (Board Certified Real Estate  
Attorney)

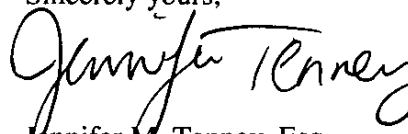
□ (Board Certified City, County  
and Local Government  
Attorney)

Dear Ladies/ Gentlemen:

According to Florida Statutes 617.1805 (enclosed), a Florida for-profit corporation may be converted to a Florida not-for-profit corporation with a signed order from a circuit judge. Enclosed please find a certified copy of the Judge's order approving the conversion and the proposed amended Articles of Incorporation. Also enclosed are the original amended Articles of Incorporation for filing. Please file the enclosed Articles and convert Mango Boat Club, Inc. from a profit to a non-profit corporation. Finally, enclosed is a check for \$87.50 to cover the fees and also the fees for obtaining a certified copy of the articles and a certificate of status.

Please call me at (239)394-5161 if you have any questions.

Sincerely yours,

  
Jennifer M. Tenney, Esq.

606 Bald Eagle Drive  
Suite 500  
P.O. Box One  
Marco Island, FL 34146  
TEL (239) 394-5161  
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①  
IN THE CIRCUIT COURT OF THE 20TH JUDICIAL CIRCUIT IN AND FOR LEE  
COUNTY, FLORIDA

IN RE: MANGO BOAT CLUB, INC.,  
a Florida corporation

Case No.

07-CA-006402  
Judge: Winesett, Sherri

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**ORDER**

Petitioner, Mango Boat Club, Inc., filed its petition to convert the nature of Mango Boat Club, Inc. from a for-profit corporation to a not-for-profit corporation on June 26, 2007, with proposed Articles of Incorporation attached.

This Court finds that the Petition and Articles of Incorporation are in proper form.

IT IS THEREFORE ADJUDGED AND ORDERED that Petitioner, Mango Boat Club, Inc., shall be converted in form from a for-profit corporation to a not-for-profit corporation under the laws of the State of Florida.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of Mango Boat Club, Inc. shall become the property of the successor nonprofit corporation, subject to all indebtedness and liabilities of the petitioning corporation, *And shall hereafter be governed by Chap 617, Florida Statutes.*

ORDERED IN Lee County, Florida, on this 30 day of July, 2007.

INSTR # 2007000237152, Pages 1  
Doc Type ORD, Recorded 07/31/2007 at 08:08 AM,  
Charlie Green, Lee County Clerk of Circuit Court

Deputy Clerk KPERHAM  
#1

*Sherri Winesett*  
Circuit Court Judge

FILED LEE CO. FLORIDA  
CLERK OF COURTS  
2007 JUL 30 AM 11:17  
BY \_\_\_\_\_ D.C.

cc: Carrie E. Lademan, Esquire

I CERTIFY THIS DOCUMENT TO BE A  
TRUE & CORRECT COPY OF THE  
ORIGINAL ON FILE IN MY OFFICE.

AUG 02 2007

Charlie Green, Clerk Circuit  
Court Lee County, Florida  
BY: *John* D.C.

**ARTICLES OF INCORPORATION  
OF  
MANGO BOAT CLUB, INC.**

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TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation shall be: MANGO BOAT CLUB, INC., a Florida non-profit corporation.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 4450 Bonita Beach Road, Suite 6, Bonita Springs, Florida 34134.

**ARTICLE III - PURPOSE AND POWERS**

3.1 The corporation is organized solely for benevolent purposes, which include, but are not limited to, promoting, organizing and encouraging its members to participate in environmental cleanup projects for the Imperial River and Estero Bay in Bonita Springs, Florida.

3.2 The corporation shall be empowered to acquire, rent, lease, let hold, own, buy, convey, mortgage, bond, sell or assign property, real or personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things that are allowed by the laws of the State of Florida with respect to corporations not for profit, as those laws exist now or as they may hereafter provide.

**ARTICLE IV - PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings of the corporation shall inure to the benefit of any member, director or officer, and as they are such, they will have no interest in or title to any of the property of assets of the corporation. Nothing herein shall prohibit the corporation from reimbursing directors and officers for all expenses reasonably incurred in performing services rendered to the corporation.

**ARTICLE V - NO STOCK**

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

## **ARTICLE VI - QUALIFICATION FOR MEMBERSHIP**

The qualification of members, the manner of their admission to the membership and the termination of such membership shall be regulated by the Bylaws of the Corporation.

## **ARTICLE VII - DURATION**

The period of duration of the Association is perpetual.

## **ARTICLE VIII - LIABILITY FOR DEBTS**

Neither the members nor the officers or directors of the corporation shall be liable for the debts of the corporation.

## **ARTICLE IX - DIRECTORS**

9. 1. The corporation shall initially be governed by a Board of Directors consisting of three (3) persons. The names and addresses of the initial Directors are: Michael J. Davis, at 4450 Bonita Beach Road, Suite 6, Bonita Springs, Florida 34134; Adam J. Davis, at 4450 Bonita Beach Road, Suite 6, Bonita Springs, Florida 34134; and Marcus P. Zillman, at 4450 Bonita Beach Road, Suite 6, Bonita Springs, Florida 34134.

9.2.1 The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Bylaws. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy.

## **ARTICLE X - OFFICERS**

10. 1 The officers of the Association who are accountable to the Board of Directors shall be: President, one or more Vice Presidents, a Secretary, and a Treasurer. Officers shall be elected annually by the Board of Directors.

10. 2 The names and street addresses of the initial Officers of this corporation are: Michael J. Davis, President; Adam J. Davis, Vice President; and Marcus P. Zillman, Secretary/Treasurer.

## **ARTICLE XI - INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation is: Michael J. Davis, President and Secretary of the Corporation, at 4450 Bonita Beach Road, Suite 6, Bonita Springs, Florida 34134.

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**ARTICLE XII - INDEMNITY** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Every director and every officer of the Association shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any business of the corporation or any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged by a court of competent jurisdiction to be guilty of willful misconduct in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such director or officer may be entitled.


**ARTICLE XIII**  
**TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the corporation and one or more of its Directors or officers, or between the corporation, partnership, association or to the organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or a committee thereof which authorized the contract or transaction.

**ARTICLE XIV - INITIAL REGISTERED AGENT AND ADDRESS**

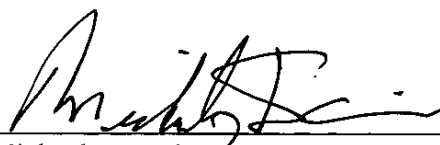
The name and address of the initial registered agent is: Michael J. Davis, 4450 Bonita Beach Road, Suite 6, Bonita Springs, Florida 34134.

The undersigned has executed these Articles of Incorporation this 22 day of June, 2007.

  
Michael J. Davis, President and Secretary

**ACKNOWLEDGMENT BY REGISTERED AGENT**

Michael J. Davis, having been named in the Articles of Incorporation to accept service of process for the above-named Corporation at the address designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

  
Michael J. Davis