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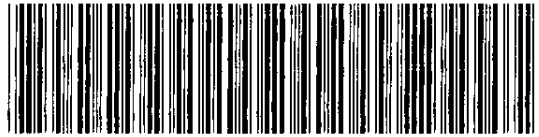
(Business Entity Name)

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THE LAW FIRM OF

Geraghty, Dougherty, & Edwards, P.A.

PATRICK E. GERAGHTY
Board Certified Civil Trial Attorney

THOMAS M. DOUGHERTY

C. BERK EDWARDS

CHARLES B. EDWARDS
Real Estate

November 21, 2007

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

RE: CAPE CORAL RUGBY CLUB, INC.

Dear Sir:

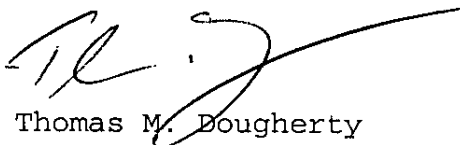
Enclosed for filing please find on behalf of the above corporation the original and one copy of the executed Articles of Incorporation, together with my client's check in the amount of \$87.50, for the following:

Charter Tax	\$ -0-
Filing Fees	70.00
Certified Copy	8.75
Certificate	<u>8.75.00</u>

Total: \$87.50

Please return the certified copy of the Articles of Incorporation to my office as soon as possible.

Sincerely yours,



Thomas M. Dougherty

TMD/cg
Enclosures

**ARTICLES OF INCORPORATION
OF
CAPE CORAL RUGBY CLUB, INC.**

We, the undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract, do hereby form a not-for-profit corporation, under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

CAPE CORAL RUGBY CLUB, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

3605 S.W. 6th Avenue
Cape Coral, FL 33914

ARTICLE III PURPOSE

The purpose of which the corporation is organized is:

The corporation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code and the corporation shall have perpetual duration.

The corporation is a nonprofit corporation and shall not be operated for pecuniary gain or profit. The corporation is organized and shall be operated exclusively for the purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, as revised, or any corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under said section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. In so operating, it shall be the purpose of the corporation to offer amateur sports programs through a volunteer base; to promote good sportsmanship and good citizenship; to conduct programs that provide for, enhance and strengthen participation and competition for amateur athletes; to work with other sports organizations to benefit amateur athletes.

In carrying out the purposes stated herein, the corporation shall possess and may exercise any and all powers granted to nonprofit corporations under Florida Nonprofit Corporation Code, as amended from time to time, subject, however, to the limitations set forth in Article IV. hereof.

ARTICLE IV LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make

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payments and distributions in furtherance of the purpose set forth in Article III hereof. No 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 intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, 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 V DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed to the American Cancer Society, or if the American Cancer Society is not then in existence, then to 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. Any such assets not so disposed shall be distributed by order of the Superior Court of Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

ARTICLE VI SHARES

The corporation shall have no stockholders, no capital stock, and shall have no members. No individual shall have any ownership right or interest in the assets of the corporation and such assets shall, upon dissolution of the corporation, only be distributed as provided in these Articles of Incorporation.

ARTICLE VII MANAGEMENT

The entire management of the affairs of the corporation shall be vested in the Board of Directors, the number of members of which and their duties and manner of election or appointment shall be as provided in these Articles of Incorporation and in the By-Laws of corporation.

ARTICLE VIII INITIAL OFFICER/DIRECTORS (optional)

The name(s), address(es) and title(s):

This corporation shall have an initial Board of Directors in which all power of the corporation shall be vested and which shall consist of three (3) members. The initial Board of Directors have been elected by the incorporators and subsequent directors shall be elected by the initial or incumbent directors.

The three initial directors of the corporation shall have staggered terms of three, two, and one years, as set forth below and each director shall serve for such term, respectively, and until a successor is appointed or until such director's earlier resignation, removal from office, or death. The names, addresses, and respective tenures of the initial directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Tenure</u>
1. PHILLIP G. LUBY	3605 S.W. 6 th Avenue Cape Coral, FL 33914	Term Expires 12/31/10
2. JACK ADAMS	5612 S.W. 10 th Avenue Cape Coral, FL 33914	Term Expires 12/31/09
3. JEREMY KING	21285 Braxfield Loop Estero, FL 33928	Term Expires 12/31/08

Subsequent directors shall be elected annually by the then existing Board of Directors to replace any director or directors whose term or tenure is then expiring, and such elected director shall hold office for five (5) years and until his successor is elected. All vacancies in the Board of Directors shall be filled for the unexpired term in the same manner with the director elected to fill the vacancy serving out the remainder of the unexpired term and until his/her successor is elected. Each director shall have one vote in the election of officers and in the conduct of all the business of the corporation.

ARTICLE IX REGISTERED AGENT

The **name and Florida street address** of the registered agent is:

Thomas M. Dougherty, Esquire
2225 First Street
Fort Myers, Florida 33901

ARTICLE X INCORPORATORS

The **name and address** of the Incorporator is:

Phillip G. Luby
3605 S.W. 6th Avenue
Cape Coral, FL 33914

ARTICLE XI DIRECTOR LIABILITY

The directors of the corporation shall have no personal liability whatsoever for any debts or liabilities of the corporation or of monetary damages for breach of duty of care or other duty owed as a director provided, however, that such limitation shall not apply to the liability of a director for:

- a) Any appropriation, in violation of his/her duties, of any business opportunity of the corporation;
- b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

- c) Any transaction from which the director derived an improper personal benefit.

The private property of the directors shall be exempt from execution or other liability for any debts of the corporation.

ARTICLE XII INDEMNITY

The directors and officers of the corporation shall be indemnified as of right to the fullest extent now hereafter or permitted by law in connection with any actual or threatened civil, criminal, administrative, or investigative action, suit or proceeding (whether brought by or in the name of the corporation or otherwise) arising out of their service to the corporation or to another organization at the request of the corporation. The corporation may purchase and maintain insurance to protect itself and any such director or officer against any liability asserted against him/her and incurred by him/her in respect of such service whether or not the corporation would have the power to indemnify him/her against such liability by law or under the provisions of this Article shall be applicable to actions, suits or proceeding commenced after the adoption hereof, whether arising from acts of omissions occurring before or after the adoption hereof, and to directors or officers who have ceased to render such service, and shall inure to the benefit of the heirs, executors, and administrators of the directors and officers referred to in this Article.

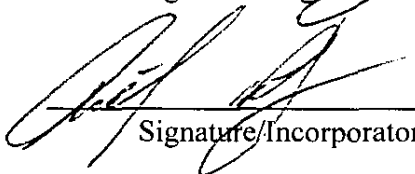
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



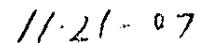
Signature/Registered Agent



Date



Signature/Incorporator



Date

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