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FLORIDA PROFIT/NON PROFIT CORPORATION

Bonita Bay Fishing Club Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
BONITA BAY FISHING CLUB FOUNDATION, INC.
(a Florida Not For Profit Corporation)**

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ARTICLE I

The name and address of this corporation is Bonita Bay Fishing Club Foundation, Inc., (hereinafter called the "Corporation").

ARTICLE II

The Corporation's principal office and mailing address are located at 3311 Myrtle Oak Court, Bonita Springs, Florida 34134.

The sole incorporator of the Corporation is John Maliszewski. The complete business address of the sole incorporator is 3311 Myrtle Oak Court, Bonita Springs, Florida 34134.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

The Corporation is organized exclusively for charitable, religious and educational purposes. The primary purpose of the Corporation is to support and compliment the Bonita Bay Fishing Club, Inc., a Florida not for profit corporation exempt from Federal taxation pursuant to §501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The Corporation in the course of its operations may (i) to teach poor and disadvantaged children of Southwest Florida to learn the skills of fishing and to respect the environment and the State and Federal Park System (ii) make distributions to organizations that qualify as exempt organizations under §501(c)(3), and/or (iii) directly or indirectly support the operations of the Bonita Bay Fishing Club, Inc., provided such support otherwise qualifies as and furthers a §501(c)(3) purpose.

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

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ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). The number and method of election and removal of the directors of the Corporation shall be as set forth in the Bylaws.

ARTICLE VII

The Corporation shall have no members.

ARTICLE VIII

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to one or more exempt purposes within the meaning of §501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the majority of the final Board of Directors of the Bonita Bay Fishing Club Foundation, Inc. or its successor in interest shall designate. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such educational purposes or to such educational organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for purposes identified in §501(c)(3) of the Code.

ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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.

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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in §4941(d) of the Code; (ii) retain any excess business holdings as defined in §4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under §4944 of the Code; or (iv) make any taxable expenditures as defined in §4945(d) of the Code.

ARTICLE X

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors of the Bonita Bay Fishing Club, Inc. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

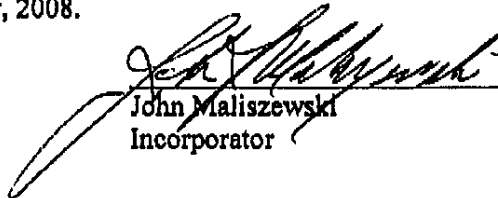
ARTICLE XI

These Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors of the Bonita Bay Fishing Club, Inc.

ARTICLE XII

The street address of the Corporation's registered office in the State of Florida is 3311 Myrtle Oak Court, Bonita Springs, Florida 34134 and the name of its registered agent is John Maliszewski.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 31 day of January, 2008.


John Maliszewski
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

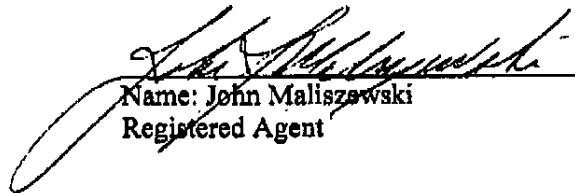
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is Bonita Bay Fishing Club Foundation, Inc.

The name of the initial registered agent of the Corporation is John Maliszewski of 3311 Myrtle Oak Court, Bonita Springs, Florida 34134.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Name: John Maliszewski
Registered Agent

Date: 1 31 08

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