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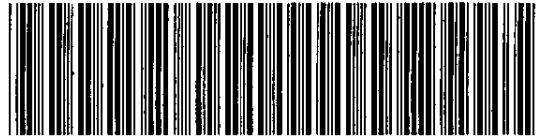
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 AUG - 8 P 1:00

FILED

2008-8-8

**ARTICLES OF INCORPORATION
OF
SANIBEL DOG PARK FOUNDATION,
INC.**

A Florida "Not for Profit" Corporation

2000 AUG -8 P 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

A. NAME OF CORPORATION: The name of the corporation is SANIBEL DOG PARK FOUNDATION, INC..

B. PRINCIPAL OFFICE: The principal office of the corporation is located at 290 Southwinds Drive, Sanibel, FL 33957

C. MAILING ADDRESS: The mailing address of the corporation is 290 Southwinds Drive, Sanibel, FL 33957.

D. REGISTERED AGENT: The name of the registered agent of the corporation is Harvey J. Sugerman, M.D. The address of this registered agent is 290 Southwinds Drive, Sanibel, FL 33957.

E. DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

F. BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

G. INCORPORATOR: The name and address of the incorporator is: Harvey J. Sugerman, M.D., 290 Southwinds Drive, Sanibel, FL 33957.

H. CORPORATE PURPOSES: The purposes for which this Foundation is formed are exclusively charitable and educational and consist of the following:

1. This Foundation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

2. To aid, support and assist by gifts, contributions or otherwise the City of Sanibel, Florida to create and operate a dog park, where pet dogs will be allowed to exercise and interact without being leashed or tethered and without interfering with the

birds and sea turtles which nest and propagate on the island and its beaches.

3. To provide ongoing education, communications, facilities and resources to resident and visiting dog owners on the management of their pets in and around environmentally sensitive areas.

4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

5. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Foundation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Foundation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Foundation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Foundation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Foundation's charitable and educational purposes. The property, assets, profits and net income of the Foundation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Foundation, the assets of the Foundation remaining after payment of all debts and liabilities shall be distributed to the City of Sanibel or to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Foundation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Foundation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

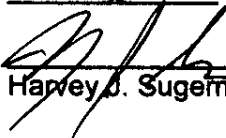
6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Foundation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Foundation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Foundation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Foundation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Foundation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Foundation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Foundation shall be indemnified by the Foundation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

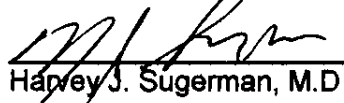
These Articles of Incorporation are hereby executed by the incorporator on this 5th day of August, 2008.



Harvey J. Sugerman, M.D

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for SANIBEL DOG PARK FOUNDATION, INC., a Florida not for profit corporation.


Harvey J. Sugerman, M.D

8/5/08
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 AUG - 8 P 1:01

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