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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Florida State KOA
Association, Inc.

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
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- _____ Corp Record Search _____
- _____ Officer Search _____
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- _____ Vehicle Search _____
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- _____ UCC 1 or 3 File _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA STATE KOA ASSOCIATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the Florida Statutes, adopt the following articles of incorporation:

ARTICLE ONE. NAME

The name of the corporation is: Florida State KOA Association, Inc. The principal address of the corporation at the time of incorporation is 2525 Frontage Road, Davenport, Polk County, Florida, 33837

ARTICLE TWO. NOT-FOR-PROFIT

The corporation is a not-for-profit corporation as defined in the Florida Not-For-Profit-Corporation Act, set forth in Chapter 617 of the Florida Statutes. The corporation is not formed for pecuniary profit. Not part of the income or assets of the corporation is distributable to or for the benefit of its members, directors, or officers, except to the extent permissible under law.

ARTICLE THREE. DURATION

The duration of the corporation is perpetual unless dissolved according to law.

ARTICLE FOUR. PURPOSES

The corporation is organized and shall be operated exclusively for the following purposes:

(a) to provide the opportunity for exchange of ideas and opinions, and for study and discussion, of various business and technical aspects of the recreation vehicle and camping industry in the State of Florida; to promote the camping industry in the State of Florida; to develop and encourage high standards of service for members serving the industry and the public; and to acquire, preserve and disseminate data and information to members and to the public relating to the camping industry; to foster a close relationship and cooperation between the members of the Association and KOA, Inc. for reciprocal

mutual benefit; to represent the Association in matters of legislation and regulations established by governmental agencies; to cooperate with other elements of the camping industry in matters of legislation and regulations established by governmental agencies; to promote friendship and fellowship among those engaged in the camping industry; to pursue any purpose which may be recognized as proper and lawful objectives of a trade association, all of which shall be consistent with the public interest as well as the interest of the camping industry and trade.

(b) to exercise all rights and powers conferred by laws of the State of Florida, and specifically as provided in Fla. Statute § 617.0302, for nonprofit corporations, including but not limited to the right and power to acquire by bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property, for any of the purposes set forth in these articles of incorporation; and

(c) to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE FIVE. POWER

The powers of the corporation shall be as enumerated in the Florida Not-For-Profit Corporation Act (Fla. Statute § 617.0302) and shall include, but not be limited to, the following:

(a) to receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including securities of other corporations;

(b) to act as trustee under any trust incidental to the principal objects of the association, and to receive, hold, administer, and expend funds and property subject to a trust or trusts;

(c) to convey, exchange, lease, mortgage, encumber, transfer on trust, or otherwise dispose of all property, real or personal;

(d) to borrow money, contract debts, issue bonds, notes, and debentures, and secure the payment or performance of its obligations; and

(e) to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the association.

ARTICLE SIX. LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 Four ("Purposes").

ARTICLE SEVEN. MEMBERS

The corporation shall have voting members of one class who shall be admitted in such manner as is set forth in the bylaws and who shall have all the rights and privileges of members of the corporation. Fifty-one (51%) of the voting members appearing in person or by proxy shall constitute a quorum at a meeting of members. The names and addresses of the initial voting members of the corporation are as follows:

Elliott Smith	525 W. Pope Road St. Augustine, Fla. 32080
Ernst Gross	882 E. SR 44 Wildwood, Fla. 34785
Ed Ross	525 W. Pope Road St. Augustine, Fla. 32080
Anita Mangels	1700 Barefoot Williams Road Naples, Fla. 34113

ARTICLE EIGHT. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 110 Cleveland Avenue, Wildwood, Florida 34785, Sumter County, and the name of its registered agent at that address is Lawrence J. Marchbanks.

ARTICLE NINE. BOARD OF DIRECTORS

The management of the corporation shall be vested in a board of directors. The number of directors constituting the initial board of directors is not less than four. The number of directors may be increased or decreased in accordance with the bylaws, but shall never be less than four. The directors shall be elected as set forth in the bylaws. The bylaws may

provide for ex officio and honorary directors and their rights and privileges. The name and address of each initial director of the corporation are as follows:

Elliott Smith	525 W. Pope Road St. Augustine, Fla. 32080
Ernst Gross	882 E. SR 44 Wildwood, Fla. 34785
Ed Ross	525 W. Pope Road St. Augustine, Fla. 32080
Anita Mangels	1700 Barefoot Williams Road Naples, Fla. 34113

ARTICLE TEN. OFFICERS

The officers of the corporation shall consist of a president, a vice-president, secretary, treasurer, and such other officers and assistant officers as may be provided for in the bylaws. Each officer shall be elected by the board of directors (and may be removed by the board of directors) at such time and in such manner as may be prescribed by the bylaws. The name and address of each initial officer of the corporation are as follows:

Elliott Smith, President	525 W. Pope Road St. Augustine, Fla. 32080
Ed Ross, Vice-President	525 W. Pope Road St. Augustine, Fla. 32080
Anita Mangels, Secretary	1700 Barefoot Williams Road Naples, Fla. 34113
Ernst Gross, Treasurer	882 E. SR 44 Wildwood, Fla. 34785

ARTICLE ELEVEN. BYLAWS

The bylaws of the corporation are to be adopted by the members at the first meeting of the members. The bylaws may be altered, amended or rescinded by the board of directors, or by the members as provided in the bylaws.

ARTICLE TWELVE. AMENDMENT

Amendments of provisions contained in these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented in a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of the voting members of the corporation.

ARTICLE THIRTEEN. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to KOA Care Camps operated by the National Association of KOA.

ARTICLE FOURTEEN. INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted under the Florida Not-For-Profit-Corporation Act.

ARTICLE FIFTEEN. INCORPORATORS

The name and address of each incorporator are as follows: .

Elliott Smith

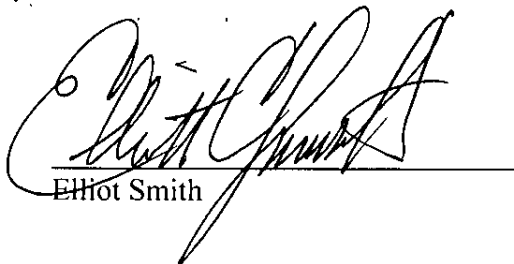
525 W. Pope Road
St. Augustine, Fla. 32080

Ernst Gross

882 E. SR 44
Wildwood, Fla. 34785

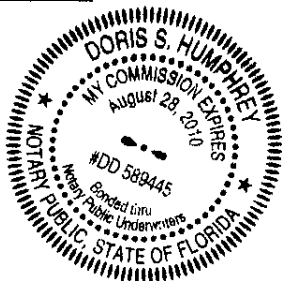
The undersigned incorporators have signed these articles of incorporation on February 27th, 2009.

INTENTIONALLY LEFT BLANK


Elliot Smith

STATE OF FLORIDA
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 27th day of February, 2009,
by Elliot Smith, ☒ who is personally known to me or ☐ who has produced ☐
☐ as identification.



Doris S. Humphrey
Notary Public, State of Florida
Print Notary Name: DORIS S. HUMPHREY
My Commission Expires: 8-28-2010


Ernst Gross

STATE OF FLORIDA
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 27th day of February, 2009,
by Ernst Gross, ☐ who is personally known to me or ☐ who has produced ☒
DAN. LE as identification.



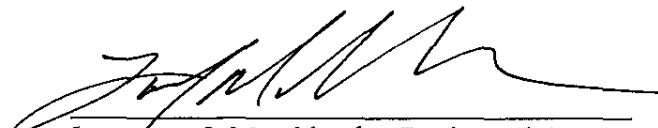
Doris S. Humphrey
Notary Public, State of Florida
Print Notary Name: DORIS S. HUMPHREY
My Commission Expires: 8-28-2010

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of **FLORIDA STATE KOA ASSOCIATION, INC.**, and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

DATED: MARCH 2nd, 2009.


Lawrence J. Marchbanks, Registered Agent

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