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CAPITAL CONNECTION, INC.

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Letts, Inc.

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**ARTICLES OF INCORPORATION
OF
LETTS, INC.
(A Florida Corporation Not-for-Profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator of **LETTS, Inc.**, a not-for-profit Corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I
NAME**

The name of this Corporation is **LETTS, Inc.**

**ARTICLE II
PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 payments and distributions in furtherance of Section 501(c)(3) purposes. 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.

In particular, it is the intent and purpose of the Corporation to provide free and affordable courses to mariners along the Gulf Coast, including Florida, Alabama, Mississippi, Louisiana, and Texas, desiring to obtain their United States Coast Guard Captains License. These courses will include academic and testing portions, as well as help with the medical, background, and first aid requirements set forth by the United States Coast Guard. A security awareness course will also be offered to help prospective captains ensure the security of the borders of the United States. The members of the Corporation believe offering these courses will stimulate the local economies, promote tourism, and help with the increasing shortage of licensed individuals operating commercial vessels. Furthermore, offering courses in the aforementioned areas will offer mariners opportunities in a wide variety of fields and could lead to employment in any area where there are water related opportunities. To achieve that end, the Corporation will solicit and receive funds, gifts, endowments, grants, donations, devises, and bequests.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III
QUALIFICATION OF MEMBERS

The membership of this Corporation shall constitute all persons hereinafter named as officers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

ARTICLE IV
TERM OF EXISTENCE

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetually, unless dissolved according to law.

ARTICLE V
INCORPORATOR

The name and residence of the incorporator to these Articles is:

PATRICK L. CASEY
PO Box 100429
Cape Coral, FL 33910

ARTICLE VI
OFFICERS

Section 1. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names and addresses of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

OFFICE

President

NAME AND ADDRESS

Rena F. Kandler
418 Flower Avenue W.
Watertown, NY 13601

Secretary

William Minder
760 14th Avenue NW
Naples, FL 34120

Treasurer

Patrick L. Casey
PO Box 100429
Cape Coral, FL 33910

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially, who shall be elected annually unless changed by the Bylaws. The number of directors may be increased from time to time, by the Bylaws, but shall never be less than three.

Section 2. The Board of Directors shall be members of the Corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
PATRICK L. CASEY	PO Box 100429 Cape Coral, FL 33910
RENA F. KANDLER	418 Flower Avenue W Watertown, NY 13601
WILLIAM MINDER	760 14 th Avenue NW Naples, FL 34120

ARTICLE VIII **BYLAWS**

Section 1. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX
AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by at least a majority of a quorum of voting members present to vote.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE X
LOCATION

The location of this Corporation shall be at 1639 Cape Coral Pkwy. E. #209, in the City of Cape Coral, County of Lee, State of Florida 33904, the mailing address shall be the same.

ARTICLE XI
NONPROFIT STATUS

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any individual or member.

Section 2. The Corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII
DUES

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIII
POWERS

In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the Corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIV
MEETINGS

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

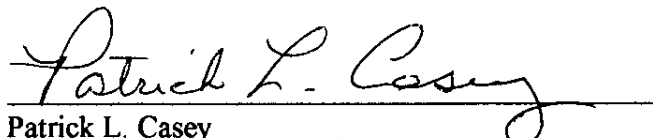
ARTICLE XV
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation, assets shall be distributed for 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, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE XVI
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1639 Cape Coral Pkwy. E. #209, Cape Coral, Florida 33904, and the name of the initial registered agent of this Corporation at that address is PATRICK L. CASEY


IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this 17th day of April, 2009, for the purpose of forming this Corporation not-for-profit under laws of the State of Florida.


Patrick L. Casey
Incorporator

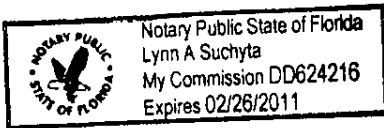
STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared PATRICK L. CASEY, Incorporator, who produced a Florida driver's license as identification to be the person who made and subscribed to the foregoing Articles of Incorporation and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 17th day of April, 2009.



Lynn Suchyta, Notary Public
My Commission No.: DD624216
My Commission Expires: February 26, 2011



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That **LETTS, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named **Patrick L. Casey**, located at 1639 Cape Coral Pkwy. E. #209, City of Cape Coral, County of Lee, State of Florida 33904, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Patrick L. Casey*
Patrick L. Casey, Registered Agent

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