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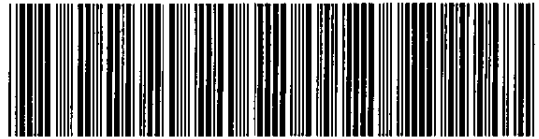
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2009 JUL -6 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE FLORIDA ANGLERS AND BOATERS ASSOCIATION INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name and the principal place of business and mailing address of this Corporation shall be:

**THE FLORIDA ANGLERS AND BOATERS ASSOCIATION INC.**

2506 Ponce de Leon Blvd.  
Coral Gables, Florida 33134

**ARTICLE II - PURPOSES**

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary purposes for which Florida not-for-profit corporations may be organized, so far as permitted by Chapter 617 of the Florida Statutes, including the following: to support and further the general welfare and interests of anglers and boaters in Florida.

The Corporation shall also have such powers as are now or may hereafter be granted under the laws of the State of Florida that are in furtherance of the Corporation's purposes as stated herein.

**ARTICLE III - MEMBERSHIP**

Qualifications for membership shall be as set forth in the Corporation's Bylaws.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this Corporation is:

Rafael J. Sanchez-Aballi  
2506 Ponce de Leon Blvd.  
Coral Gables, Florida 33134

**ARTICLE V - LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers and members 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 any of its purposes. None of the property of the Corporation shall be distributed to directly or indirectly to any member of the Corporation except in fulfillment of its purposes.

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## **ARTICLE VI - BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of no less than three (3) directors. The number of directors herein provided for may be changed in accordance with the Bylaws of the Corporation, but may never be less than three (3) directors. The term of office and the manner of selecting and removing the members of the Board of Directors shall be as set forth in the Corporation's Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

## **ARTICLE VII - ACTION BY DIRECTORS WITHOUT A MEETING.**

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to such action in writing. Any such action shall be evidenced by one (1) or more written consents (i) describing the action to be taken and (ii) signed by all of the Directors. A consent procured telephonically shall be evidenced by a written confirmation within five (5) days after the consent is given and any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Directors at a meeting. Such consent or consents shall be filed in the corporate book containing the minutes of the proceedings of the Board of Directors kept and maintained by the Secretary of the Corporation. The action taken shall be deemed effective when the last Director signs or articulates the consent, unless the consent specifies otherwise. Such notice shall comply with the applicable provisions of the Florida Statutes and the Corporation's By-Laws.

## **ARTICLE VIII - BYLAWS**

The Bylaws of the Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set in the Bylaws of the Corporation. Until bylaws shall be adopted for an alternative procedure, such action may be by the affirmative vote of two thirds of the members of the Board of Directors.

## **ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION**

The Corporation's Articles of Incorporation may be amended by the affirmative vote of two thirds of the members of the Board of Directors.

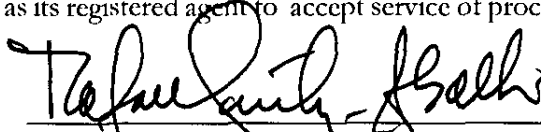
**IN WITNESS WHEREOF**, the undersigned incorporator has made and subscribed these Articles of Incorporation at Coral Gables, Florida, for the uses and purposes aforesaid, this 2nd day of July, 2009.



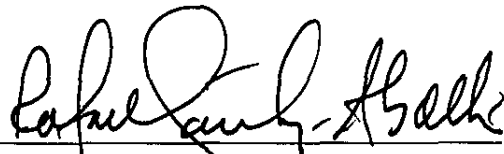
Rafael J. Sanchez-Aball, Incorporator  
2506 Ponce de Leon Blvd.  
Coral Gables, Florida 33134

**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 617, Florida Statutes, The Florida Anglers and Boaters Association Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2506 Ponce de Leon Blvd, Coral Gables, Florida 33134, has named Rafael J. Sanchez-Aballi, Esq., located thereat, as its registered agent to accept service of process within this state.

  
\_\_\_\_\_  
Rafael J. Sanchez-Aballi, Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
\_\_\_\_\_  
Rafael J. Sanchez-Aballi, Registered Agent

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