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FLORIDA PROFIT/NON PROFIT CORPORATION  
CAT CAY HERITAGE SOCIETY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
ARTICLES OF INCORPORATION  
OF  
CAT CAY HERITAGE SOCIETY, INC.

We hereby associate to form a Florida not for profit corporation under the provisions of Chapter 617, of Title XXXVI of the Florida Statutes (the "Florida Not For Profit Corporation Act"), and to that end set forth the following:

ARTICLE I  
NAME

The name of the not for profit corporation shall be **Cat Cay Heritage Society, Inc.** (the "Corporation").

ARTICLE II  
PURPOSES

Section 1. The Corporation is organized exclusively for charitable purposes under § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (herein the Internal Revenue Code and its corresponding future code section are referred to collectively as the "I.R.C."). More specifically, the Corporation is formed for the following purposes:

(a) To accept, receive and manage all property, income and monies to be raised for the charitable purposes of documenting Cat Cay's history in a literary work and educating the public on the heritage of Cat Cay.

(b) To receive and administer funds for charitable purposes from other persons and entities with similar intentions, and to that end to take and hold, by bequest, devise, gift, purchase or lease, for such objects and purposes, or any of them, any property, real, personal or mixed, to sell,

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convey and dispose of any such property, and to invest and reinvest the principal thereof and to deal with and expend the income there from for the purposes specified herein.

(c) To conduct and engage in other activities not prohibited by law, not required to be specifically stated in these Articles of Incorporation or not inconsistent with the provisions of § 501(c)(3) of the I.R.C.

Section 2. The Corporation may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property, including making distributions to organizations that qualify as exempt under § 501(c)(3) of the I.R.C. only in the furtherance of the charitable purposes set out in Section 1.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Directors 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 herein.

Section 4. The Corporation shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office.

Section 5. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not engage in, carry on or conduct any activities not permitted to be engaged in, carried on, or conducted (a) by a corporation exempt from federal income tax under § 501(c)(3) of the I.R.C., or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the I.R.C.

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ARTICLE III  
MEMBERS

The Corporation shall have no members.

ARTICLE IV  
DIRECTORS

Section 1. Number, Term and Qualifications. The number of Directors shall be not less than three (3) and not greater than nine (9). The terms of the Directors shall be for one (1) year and the Directors may be re-elected each year, or until their successor shall be duly elected and qualify. Any adult interested in the purposes of the Corporation may be elected a Director of the Board of Directors. The number of Directors on the Board of Directors may be increased or decreased by a two-thirds (2/3) majority vote of the Directors.

Section 2. Election of Directors. The Board of Directors shall elect subsequent directors to succeed them by a two-thirds (2/3) majority vote of the Directors. Directors shall be elected annually.

Section 3. Powers. The Board of Directors shall manage and govern the affairs of the Corporation and shall have all rights and powers of directors under applicable laws of the State of Florida including the power to adopt and amend Bylaws of the Corporation and these Articles of Incorporation.

Section 4. Initial Directors. The following shall be the initial Directors of the Corporation:

Patricia P. Blake	8242 S. Peninsula Drive	Littleton, CO 80120
Peter E. Boom, Jr.	326 Peachtree Hills Circle	Atlanta, GA 30305
Michael Skenian	10480 West Atlantic	Delray Beach, FL 33446
Elynor N. Stephens	P.O. Box 246	Irvington, VA 22480

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ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT: PRINCIPAL OFFICE

Section 1. Registered Office and Agent. The street address of the initial registered office of the Corporation is located within the County of Broward at 500 E. Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394-3079. The initial registered agent is David Hardin, whose business address is 500 E. Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394-3079, and who is a resident of the State of Florida and having a business office identical to the registered office.

Section 2. Principal Office. The initial principal office of the Corporation is located at 500 E. Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394-3079.

ARTICLE VI  
DISSOLUTION

If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Corporation and qualifying under § 501(c)(3) of the I.R.C., or shall be distributed to the federal government, or to a state or local government, for a charitable purpose, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

ARTICLE VII  
INDEMNIFICATION AND LIMITATION OF LIABILITY

Section 1. Indemnification of Directors. The Corporation shall indemnify each Director against liabilities, including judgments, awards, fines, amounts paid in settlement and reasonable attorney's fees, costs and other expenses and liabilities, incurred by them in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitrate or

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investigative (any of which is hereinafter referred to as a "proceeding") to which they may be made a party by reason of their being or having been a Director of the Corporation if: (i) they conducted themselves in good faith; (ii) they believed, in their official capacity with the Corporation, that their conduct was in the best interests of the Corporation, and in all other cases, that their conduct was not opposed to the best interests of the Corporation; and (iii) they had no reasonable cause to believe, in the case of any criminal proceeding, that their conduct was unlawful. The Corporation shall not indemnify any Director against their willful misconduct or a knowing violation of the criminal law or against any liability incurred by them in any proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation or in any proceeding charging improper personal benefit to them or involving action in their official capacity, in which they were adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by them.

Section 2. Determination. Except as specifically otherwise provided herein, the termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth above or that the conduct of such individual constituted willful misconduct or a knowing violation of a criminal law. Unless ordered by a court of competent jurisdiction, any indemnification hereunder shall be made by the Corporation upon a determination that indemnification of the individual is permissible in the circumstances because they met the standard of conduct set forth herein and the conduct of such individual did not constitute willful misconduct or a knowing violation of criminal law.

Section 3. Method of Determination. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such proceeding; or (ii) if such quorum cannot be obtained, by majority vote of a committee, consisting of

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two or more Directors not at the time parties to the proceeding, designated by the Board of Directors, including Directors who are not parties to the proceeding; or (iii) by independent legal counsel selected by the Board of Directors including those who are parties to the proceeding, or its committee designated in the manner heretofore provided for, or, if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, independent legal counsel selected by a majority of the Board of Directors including those who are parties to the proceeding. The Board of Directors in making any such determination or referring any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any Director.

Section 4. Advance for Expenses. Expenses incurred in defending any proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of such proceeding, if authorized in the manner set forth in Section 3 of this Article, upon receipt of a written statement that such Director in good faith believes that their conduct permits indemnification hereunder and an undertaking by such Director to repay such amount unless it shall ultimately be determined that he is entitled to indemnification.

Section 5. Indemnification of Employees and Agents. The Corporation may, but shall not be required to, indemnify and advance expenses to employees, officers and agents of the Corporation to the same extent as indemnification and advances of expenses are herein provided for with respect to Director.

Section 6. Provisions Not Exclusive. As authorized by the Florida Not For Profit Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors, officers, employees and agents set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent

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jurisdiction, such adjudication shall not be deemed to invalidate or otherwise effect any other provision hereof or any power of indemnity which the Corporation may have under the Florida Not For Profit Corporation Act or other laws of the State of Florida.

Section 7. Limitation on Liability of Directors. In any proceeding brought by or in the right of the Corporation, the liability of and damages assessed against a Director of the Corporation arising out of or resulting from a single transaction, occurrence or course of conduct shall be limited and shall not exceed the lesser of (i) the amount of cash compensation paid to such Director, if any, or (ii) the sum of One Hundred Dollars (\$100.00). However, the liability of a Director of the Corporation shall not be limited as provided herein if the Director engaged in willful misconduct or a knowing violation of the criminal law.

Section 8. References to Directors. Every reference in these Articles to a Director of the Corporation shall include every Director or former Director of the Corporation, any predecessor corporation or any corporation which shall have been merged into or consolidated with the Corporation and every person who may have served at the request of the Corporation as a Director or in a similar capacity of another corporation, partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors, and administrators of such Director. Every reference in these Articles to a Director using plural ("they," "them," "their," etc.) is intended to refer to a Director in singular ("him" or "her," "he" or "she," "his" or "hers", etc.) as well.

Section 9. Incorporator. The name and address of the sole Incorporator is:

David Hardin

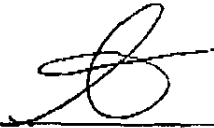
500 East Broward Blvd., Suite 1950

Fort Lauderdale, Florida 33394



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DATED this 1<sup>ST</sup> day of September, 2010.

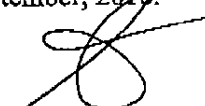
  
\_\_\_\_\_  
David Hardin, Incorporator

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ACCEPTANCE OF APPOINTMENT  
AS RESIDENT AGENT FOR  
CAT CAY HERITAGE SOCIETY, INC.

I, David Hardin, hereby accept the designation as Resident Agent for service of process on Cat Cay Heritage Society, Inc., in accordance with § 48.091, Florida Statutes.

DATED this 1<sup>ST</sup> day of September, 2010.

  
\_\_\_\_\_  
David Hardin

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
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