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☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Jeff Skoff

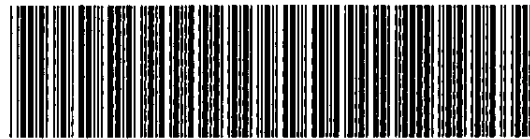
DATE

AUTHORIZATION BY PHONE TO

CORRECT Article XV

DATE 4-12-11

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2011 APR 11 PM 4:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Captiva Holiday Village, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jeffrey L. Shuff
Name (Printed or typed)

P.O. Box 249
Address

Captiva FL 33924
City, State & Zip

239-472-5161 x450
Daytime Telephone number

jshuff@tween-waters.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 4, 2011

JEFFREY L SHUFF
PO BOX 249
CAPTIVA, FL 33924

SUBJECT: CARTIVA HOLIDAY VILLAGE, INC.
Ref. Number: W11000018900

We have received your document for CARTIVA HOLIDAY VILLAGE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 311A00008072

ARTICLES OF INCORPORATION
OF
CAPTIVA HOLIDAY VILLAGE, INC.

FILED
2011 APR 11 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as Incorporators of a Corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the Corporation:

ARTICLE I

The name of the corporation (the "Corporation") is Captiva Holiday Village, Inc.

ARTICLE II

The Corporation is a not-for-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided under Chapter 617 of the Florida Statutes, known as the "Florida Not-For-Profit Corporation Act," and the following powers to accept by grant, request, devise, gift, donation, contribution, purchase, lease or otherwise any property of any kind or nature without limitation as to its amount of value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend or disburse, or otherwise dispose of the property, and the income or proceeds of the property for the below stated purpose of this Corporation. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

ARTICLE III

The period of the Corporation's duration is perpetual.

ARTICLE IV

The Corporation is organized and shall be operated exclusively as a business league or trade association within the meaning of Section 501(c)(6) of the Code. Specifically, the Corporation is organized and shall be operated to promote the community spirit and identity of Captiva Island,

Florida, and support of island businesses through special events, educational programs, festivals and other tourism development initiatives.

ARTICLE V

The Corporation shall have no members and shall issue no membership certificates or shares of stock.

ARTICLE VI

The Board of Directors (as such term is defined in the Bylaws of the Corporation) shall be the governing body of the Corporation and shall be elected in the manner provided in the Bylaws of the Corporation. The number of directors may be changed from time to time in the manner set forth in the Bylaws of the Corporation, but in no event shall there be less than three (3) directors. The number of directors constituting the initial Board of Directors shall be four (4), and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Paul F. McCarthy	P.O. Box 580 Captiva FL 33924
Jeffrey L. Shuff	P.O. Box 249 Captiva, FL 33924
Denice M. Beggs	P.O. Box 897 Captiva FL 33924
Elaine Smith	11526 Andy Rosse Lane Captiva FL 33924

ARTICLE VII

No director (or any member if the Corporation ever has members) shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation provided, however, that

reasonable compensation may be paid for services rendered to or for the Corporation, and expenses may be reimbursed or paid in furtherance of one or more of the Corporation's purposes.

ARTICLE VIII

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Thereafter, the Bylaws of the Corporation may be altered, amended or repealed, or new bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the directors present at any meeting of the Board of Directors at which a quorum is present; provided notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

ARTICLE IX

The Articles of Incorporation of the Corporation may be amended or restated upon approval by the Board of Directors in the manner set forth in this Article. The Board of Directors may approve amendments to the Articles of Incorporation or restated Articles of Incorporation by the affirmative vote of a least two-thirds (2/3) of the directors present at any meeting of the Board of Directors at which a quorum is present; provided notice of the proposed amendment or restatement be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board of Directors from adopting the proposed amendment or the proposed restated Articles of Incorporation, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

ARTICLE X

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from Federal income taxation under Section 26 U.S.C.A. §501(a) as an organization described in Section 26 U.S.C.A. §501(c)(6). These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 26 U.S.C.A. §501(c)(6). All references

in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI

In the event of dissolution or final liquidation of the Corporation, all the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or Section 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

ARTICLE XII

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in such director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for: (i) a breach of the director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Articles of Incorporation or Bylaws of the Corporation, contract or agreement, vote of the members or the Board of Directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

ARTICLE XIII

The Corporation shall indemnify any person who was, is, or is threatened to be made a

named defendant or respondent in a proceeding (as hereinafter defined) because the person is or was a director or officer of the Corporation to the fullest extent that a corporation may grant indemnification to a director under the Florida Not-For-Profit Corporation Act, as the same exists or may hereafter be amended. Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income tax under the Code or subject any such person to excise tax under the Code. For purposes of this Article, the term "expenses" includes court costs and attorney's fees, and the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such action, suit or proceeding.

ARTICLE XIV

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by directors without a meeting by less than unanimous written consent shall be given to those directors who did not consent in writing to the action.

ARTICLE XV

The initial principal office of the Corporation is 11401 Andy Rosse Lane, Captiva, Florida 33924. The name of the initial registered agent is Jeffrey L. Shuff, whose address is 15951 Captiva Drive, Captiva, FL 33924.

ARTICLE XVI

The date when Corporate existence shall commence is the date these Articles are duly filed in the Office of the Secretary of State of the State of Florida.

FILED

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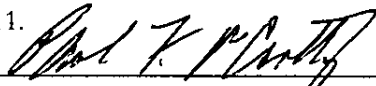
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

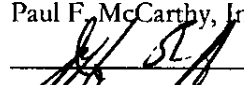
ARTICLE XVII

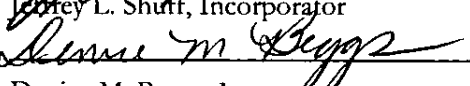
The name and address of the Incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
Paul F. McCarthy	P.O. Box 580 Captive FL 33924
Jeffrey L. Shuff	P.O. Box 249 Captive, FL 33924
Denice M. Beggs	P.O. Box 897 Captive FL 33924

IN WITNESS WHEREOF, we the undersigned Incorporators, have hereto set our names
this 30 day of March, 2011.



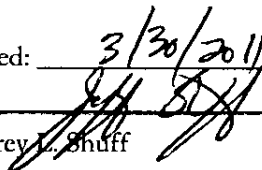
Paul F. McCarthy, Incorporator


Jeffrey L. Shuff, Incorporator


Denice M. Beggs, Incorporator

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

I, the undersigned person, having been named as Registered Agent in the above Articles and appointed to accept service of process for the Corporation at the place designated in these Articles, hereby accepts the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 3/30/2011


Jeffrey L. Shuff