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TRENAM, KEMKER

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FLORIDA PROFIT/NON PROFIT CORPORATION  
First Fish Forever Foundation, Inc.

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ARTICLES OF INCORPORATION  
OF  
FIRST FISH FOREVER FOUNDATION, INC.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is FIRST FISH FOREVER FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of this corporation shall be 13045 Poinsettia Avenue, Seminole, Florida, 33776.

ARTICLE III

DURATION

The term of duration of the corporation shall be perpetual.

ARTICLE IV

PURPOSES, LIMITATIONS AND DISSOLUTION

Section 4.1. Purposes. The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, and not for pecuniary profit, and to the extent consistent with such purposes to establish an educational and instructional program focused on teaching children about life through fishing and to promote facilities, services and programs which are charitable, educational or scientific and which carry out and further the purposes of the corporation and to cooperate with other charitable organizations and institutions interested in the purposes of the corporation; and to make contributions and confer benefits in furtherance of its purposes to such other organization or organizations that qualify as organizations exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code").

Section 4.2. Limitations. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

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services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 4.1 of this Article. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by an organization contributions to which are deductible under Section 170 (c)(2) of the Code.

Section 4.3. Dissolution. Upon the dissolution of the corporation, the board of directors shall distribute the assets of the corporation in accordance with the applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the corporation, and after the return, transfer, or conveyance of assets which are held by the corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purposes of the corporation, or to such other organization or organizations organized for charitable, educational or scientific purposes and having its or their principal place of business in Pinellas County, Florida, as the board of directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501 (c) (3) of the Code.

## ARTICLE V

### POWERS

Subject to the restrictions and limitations set forth in Article IV, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make

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donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purpose or purposes.

## ARTICLE VI

### MEMBERSHIP

Section 6.1. Nonstock Basis. The corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 6.2. Members. The members of the corporation shall be those persons who from time to time shall constitute the board of directors of the corporation.

Section 6.3. No Voting rights. Members of the corporation, as such, shall have no voting rights.

## ARTICLE VII

### BOARD OF DIRECTORS

Section 7.1. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the board of directors, except as otherwise provided by law or in these Articles or the bylaws of the corporation.

Section 7.2. Number and Election. The number of directors constituting the initial board of directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three. The directors, including any ex officio directors who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation.

## ARTICLE VIII

### INDEMNIFICATION

Subject to the bylaws, the board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE IX

### BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed by the board of directors of the corporation.

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ARTICLE X

AMENDMENTS

These Articles may be amended by the board of directors of the corporation.

ARTICLE XI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 13045 Poinsettia Avenue, Seminole, Pinellas County, Florida, 33776, and the name of its initial registered agent at such address is James R. Simons.

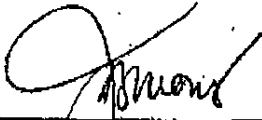
ARTICLE XII

INCORPORATOR

The name and street address of the incorporator of the corporation is:

James R. Simons  
13045 Poinsettia Avenue  
Seminole, Florida 33776

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 13 day of July, 2011.

  
James R. Simons

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13 day of July, 2011, by James R. Simons.

(NOTARY SEAL)

  
Notary Public, State of Florida



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**FIRST FISH FOREVER FOUNDATION, INC.****ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

JAMES R. SIMONS, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 13 day of July, 2011.

  
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James R. SimonsFILED  
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