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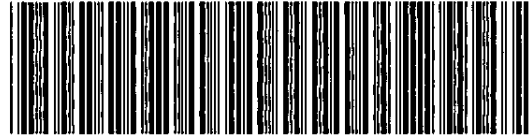
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TALLAHASSEE, FLORIDA

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Henry C. Cohen
Direct Dial: 239-390-1903

hcohen@cohenlaw.com
Fax: 239-390-1901

June 25, 2012

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

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TALLAHASSEE, FL 32314

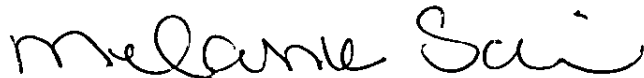
**Re: Articles of Incorporation
In compliance with Chapter 617, F.S. (Not for Profit) of
Friends of Trey Radel, Inc.**

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation In compliance with Chapter 617, F.S. (Not for Profit) of Friends of Trey Radel, Inc., together with our filing fee check made payable to the Department of State in the amount of \$70.00.

Thank you for your attention to this matter.

Sincerely,
COHEN & GRIGSBY, P.C.



Melanie Scire
Legal Assistant

/mls

Enclosures

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IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL CIRCUIT
IN AND FOR LEE COUNTY, FLORIDA

IN RE: FRIENDS OF TREY RADEL, INC.

Petitioner.

CASE NO.

12-CA-001469
Judge: Porter, J Frank

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PETITION FOR CONVERSION OF CORPORATION FOR PROFIT
TO
CORPORATION NOT FOR PROFIT

Petitioner, FRIENDS OF TREY RADEL, INC. (the "Corporation"), by and through its president, hereby petitions the Court, pursuant to Florida Statutes §617.1805, to convert the Corporation from a corporation for profit to a corporation not for profit, and as grounds therefore states as follows:

1. Jurisdiction and venue are proper in this Court pursuant to Florida Statutes §617.1805, as the Corporation's principal office is located in Lee County, Florida at 4360 Lazio Way, #1008, Fort Myers, Lee County, Florida 33901.
2. This is a proceeding seeking conversion of a corporation for profit organized under the Florida Business Corporation Act to a corporation not-for-profit under the Florida Not for Profit Corporation Act. *(For the Court's convenience, copies of the Sections of the Florida Not for Profit Corporation Act referred to in this Petition are attached as Exhibit A.)*
3. Petitioner's Articles of Incorporation state that its purpose is "political campaign for US Congress". In particular, the Corporation is, and at all times since its formation has been, engaged exclusively in activities associated with the US Congressional campaign supporting Trey Radel, such activities being within the

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3. D.C.

scope of authorized activities of corporations not for profit under Florida Statutes §617.0301.

4. As required by Florida Statutes §617.1806, accompanying this Petition are the following:
 - a. The written consent of all shareholders of the Corporation authorizing the change in corporate nature (See Resolution No. 3 as set forth in Exhibit B attached hereto which has been signed by the Corporation's sole shareholder);
 - b. The written consent of all shareholders and directors directing and authorizing the Corporation's president to file this petition (See Resolution No. 2 as set forth in Exhibit B attached hereto which has been signed by the Corporation's sole shareholder and all directors);
 - c. A written statement by which the Corporation (following its conversion) accepts all of the property of the petitioner (being the Corporation prior to its conversion) and agreeing to assume and pay all of the petitioner's indebtedness and liabilities (See Resolution No. 4 as set forth in Exhibit B attached hereto which has been signed by the Corporation's sole shareholder and all directors); and
 - d. The proposed Articles of Incorporation of the Corporation, after its conversion, signed by the Corporation's president and secretary and setting forth the provisions required to be included in Articles of Incorporation of corporations not for profit under Florida Statutes §617.0202 (see Exhibit C attached hereto).

WHEREFORE, Petitioner respectfully requests that the Court

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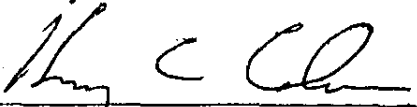
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(A) enter an Order both (i) approving the conversion of the nature of the Petitioner from a corporation for-profit to a corporation not-for-profit; and (ii) approving the Petitioner's Articles of Incorporation (as in effect following such conversion); and

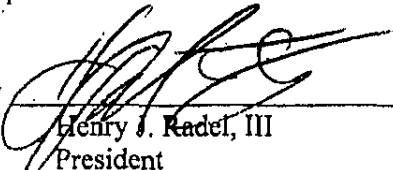
(B) as required by Florida Statutes §617.1807, endorse on the Articles of Incorporation (Exhibit C) both (i) the Court's approval thereof and (ii) the Court's statement that all of the property of the petitioning corporation (as in existence prior to its conversion in accordance with Florida Statutes §617.1805) shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation (as in existence prior to such conversion).

Dated this 11th day of May, 2012.

COHEN & GRIGSBY, P.C.
Attorney for the Petitioners


HENRY C. COHEN
Florida Bar No. 187488
Mercato - Suite 6200
9110 Strada Place
Naples, FL 34108-2938
Telephone: (239) 390-1900
Fax: (239) 390-1901

FRIENDS OF TREY RADEL, INC., a Florida
corporation

By  (SEAL)
Henry J. Radel, III
President

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Exhibit "A"

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TALLAHASSEE, FLORIDA

The Florida Senate

2011 Florida Statutes

<u>TITLE XXXVI</u> BUSINESS ORGANIZATIONS	<u>CHAPTER 617</u> CORPORATIONS NOT FOR PROFIT	<u>VIEW ENTIRE CHAPTER</u>
--	--	----------------------------

617.1805 Corporations for profit; when may become corporations not for profit.— Any corporation for profit incorporated under any of the laws of the state, engaged solely in carrying out the purposes and objects for which corporations not for profit are authorized under state law to carry out, may change its corporate nature from a corporation for profit to that of a corporation not for profit as defined in this act, by filing a petition in the circuit court of the county wherein its principal place of business is located in the name of the corporation signed by an officer of the corporation and under its corporate seal setting forth the purposes and objects in which it is solely engaged, and requesting that the nature of the corporation be changed. However, any corporation for profit, which has transferred, or is in the process of transferring, its functions and assets to a corporation not for profit by proceedings under this act shall, upon the recital of the facts, circumstances, and intentions surrounding such transfer proceedings in a petition filed in accordance with s. 617.1806, and the subsequent approval thereof by the circuit judge to whom presented, be deemed to have acted under this act and such corporation not for profit shall succeed to the rights, liabilities, and assets of its corporate predecessor.

History.—s. 123, ch. 90-179; s. 7, ch. 95-211.

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The Florida Senate

2011 Florida Statutes

<u>TITLE XXXVI</u> BUSINESS ORGANIZATIONS	<u>CHAPTER 617</u> CORPORATIONS NOT FOR PROFIT	<u>VIEW ENTIRE CHAPTER</u>
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617.1806 Conversion to corporation not for profit; petition and contents.— A petition for conversion to a corporation not for profit pursuant to s. 617.1805 shall be accompanied by the written consent of all the shareholders authorizing the change in the corporate nature and directing an authorized officer to file such petition before the court, together with a statement agreeing to accept all the property of the petitioning corporation and agreeing to assume and pay all its indebtedness and liabilities, and the proposed articles of incorporation signed by the president and secretary of the petitioning corporation which shall set forth the provisions required in original articles of incorporation by s. 617.0202.

History.—s. 124, ch. 90-179; s. 54, ch. 2009-205.

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TALLAHASSEE, FLORIDA

The Florida Senate

2011 Florida Statutes

<u>TITLE XXXVI</u> BUSINESS ORGANIZATIONS	<u>CHAPTER 617</u> CORPORATIONS NOT FOR PROFIT	<u>VIEW ENTIRE CHAPTER</u>
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617.1807 Conversion to corporation not for profit; authority of circuit judge.— If the circuit judge to whom the petition and proposed articles of incorporation are presented finds that the petition and proposed articles are in proper form, he or she shall approve the articles of incorporation and endorse his or her approval thereon; such approval shall provide that all of the property of the petitioning corporation shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation. The articles of incorporation with such endorsements thereupon shall be sent to the Department of State, which shall, upon receipt thereof and upon payment of all taxes due the state by the petitioning corporation, if any, issue a certificate showing the receipt of the articles of incorporation with the endorsement of approval thereon and of the payment of all taxes to the state. Upon payment of the filing fees specified in s. 617.0122, the Department of State shall file the articles of incorporation, and from thenceforth the petitioning corporation shall become a corporation not for profit under the name adopted in the articles of incorporation and subject to all the rights, powers, immunities, duties, and liabilities of corporations not for profit under state law, and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease and determine.

History.—s. 125, ch. 90-179; s. 103, ch. 97-102.

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TALLAHASSEE, FLORIDA

Exhibit "B"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRIENDS OF TREY RADEL, INC.

Joint Action by Consent in Writing
of the Shareholders and Board of Directors

May 10, 2012

The undersigned, being the sole shareholder and all of the directors of FRIENDS OF TREY RADEL, INC., a Florida corporation (the "Corporation"), do hereby adopt the following resolutions by written consent, as permitted by Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, with the same force and effect as if such resolutions had been adopted at duly called and convened meetings of the shareholders and the Board of Directors of the Corporation on the date hereof:

WHEREAS, the Corporation was formed for the sole purpose of conducting Trey Radel's political campaign for U.S. Congress, the Corporation has been and is currently engaged solely in carrying out such purpose;

WHEREAS, the Corporation's election law counsel has advised that it is more normal for corporations formed for such purposes and engaged in such activities to be formed under applicable not-for-profit corporation statutes;

WHEREAS, Section 617.0301 of the Florida Not for Profit Corporation Act expressly authorizes corporations organized for such political purposes to be organized thereunder; and

WHEREAS, Section 617.1805 of the Florida Not for Profit Corporation Act expressly authorizes corporations organized for profit under Florida law, subject to the conditions set forth therein, to be converted into a corporation not for profit; BE IT:

RESOLVED -----

(1) that the sole shareholder and the Directors deem it in the best interest of the Corporation to convert its corporate nature from a corporation for profit to that of a corporation not for profit;

(2) that, as required by Section 617.1806 of the Florida Not for Profit Corporation Act, the President of the Corporation be and hereby is authorized and directed to file a petition in the Circuit Court of Lee County, Florida, requesting a change of the corporate nature of the corporation to a not for profit corporation under the Florida Not for Profit Corporation Act;

(3) that this Resolution shall be deemed to be the written consent (as required by Section 617.1806 of the Florida Not for Profit Corporation Act) of all of the shareholders authorizing the change in the corporate nature of the Corporation as one organized for profit to one organized not for profit;

(4) that, as required by Section 617.1806 of the Florida Not for Profit Corporation Act, upon the effectiveness of such conversion, the Corporation, as so converted, shall, and shall be deemed to have, (i) accepted all of the property of the Corporation (as in existence prior to

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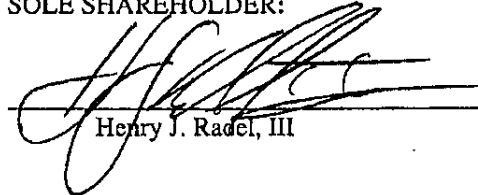
such conversion) and (ii) to have assumed and agreed to pay all of the indebtedness and liabilities of the Corporation (as in existence prior to such conversion);

(5) that upon the effectiveness of such conversion, all shares of stock of the Corporation as shall have been issued, or authorized to be issued, to the shareholder shall be deemed to have been surrendered to the corporation and cancelled; and

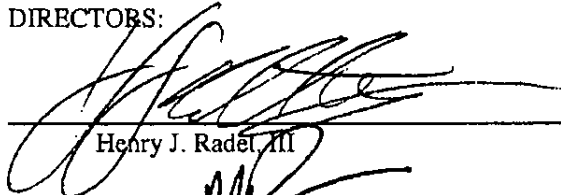
(6) that the proper officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation, to take any and all such further actions, to execute, deliver and perform, under its corporate seal or otherwise, any and all such further agreements, deeds, documents, certificates and instruments, to make any and all such filings, to secure any and all such approvals and to pay and all such costs and expenses as in their, his or her judgment may be necessary, appropriate or advisable to carry out the purpose and intent of any or all of the foregoing resolutions and to effectuate the conversion authorized thereby.


WITNESS the due execution hereof as of the date first above written.

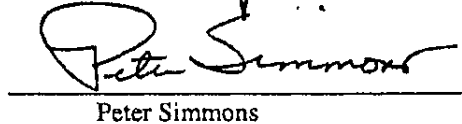
SOLE SHAREHOLDER:


Henry J. Radel, III

DIRECTORS:


Henry J. Radel, III


Matthew Pusateri


Peter Simmons

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TALLAHASSEE, FLORIDA

Exhibit "C"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)
OF
FRIENDS OF TREY RADEL, INC.

These Articles of Incorporation supersede the original articles and all amendments thereto, and are prepared and filed pursuant to the provisions of Chapter 617, Florida Statutes.

Article I Name. The name of the Corporation is Friends for Trey Radel, Inc. (the "Corporation").

Article II Address. The street address of the initial principal office of the Corporation is 4360 Lazio Way #1008, Fort Myers, Florida 33901. The mailing address of the Corporation is P.O. Box 1329, Fort Myers, Florida 33902.

Article III Purpose. The Corporation is formed exclusively for political purposes and, in connection therewith, to carry out "exempt functions" within the meaning of Section 527(e)(2) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any future United States internal revenue law. In particular, the Corporation is formed to conduct federal candidate campaign activity under the Federal Campaign Act on behalf of Henry J. Radel, III (also know as "Trey Radel").

Article IV Manner of Election. The manner in which directors are elected or appointed shall be as set forth in the Bylaws of the Corporation.

Article V Registered Agent. The name and street address of the Corporation's initial registered agent are Cohen & Grigsby, P.C., Mercato-Suite 6200, 9110 Strada Place, Naples, Florida 34108-2938.

Article VI Incorporator. The name and address of the incorporator is Henry J. Radel, III, 4360 Lazio Way #1008, Fort Myers, Florida 33901.

Article VII Membership. The Corporation shall not have members.

WITNESS the due execution hereof this 10 day of May, 2012.



Henry J. Radel, III, President



Matthew Pusateri, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


FRIENDS OF TREY RADEL, INC.

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

COHEN & GRIGSBY, P.C.

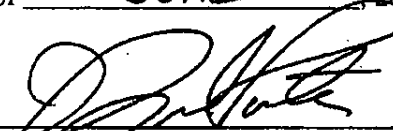
Dated: May 10, 2012

By 
Henry C. Cohen

**COURT ENDORSEMENT UNDER
Florida Statutes §617.1807**

1. The foregoing Articles of Incorporation are hereby approved.
2. All of the property of the corporation (as in existence prior to its conversion in accordance with Florida Statutes §617.1805) shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation (as in existence prior to such conversion).

DONE AND ORDERED this 25 day of June, 2012.


Circuit Court Judge

IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL CIRCUIT
IN AND FOR LEE COUNTY, FLORIDA

IN RE: FRIENDS OF TREY RADEL, INC.

Petitioner.

CASE NO.

12-CA-001469

Judge: Porter, J Frank

ORDER OF CONVERSION OF CORPORATION FOR PROFIT
TO
CORPORATION NOT FOR PROFIT

On the petition of FRIENDS OF TREY RADEL, INC. (the "Corporation") to convert from a corporation for profit to a corporation not for profit, the court finding that that all interested persons have joined in the petition; that the material allegations of the petition are true; and that the Petition and the proposed Articles of Incorporation are in proper form, and that an Order of Conversion of Corporation For Profit to Corporation Not For Profit should be entered, it is

ORDERED AND ADJUDGED that:

- (1) The petition of Friends of Trey Radel, Inc. to convert from a corporation for profit to a corporation not for profit is hereby GRANTED; and
- (2) The Articles of Incorporation of Friends of Trey Radel, Inc. (as in existence following such conversion) are hereby APPROVED.

DONE AND ORDERED this 25 day of June

/s/ J Frank Porter
Circuit Court Judge

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STATE
TALLAHASSEE
FLORIDA

Copies furnished to:
Henry C. Cohen, Esq.
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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)
OF
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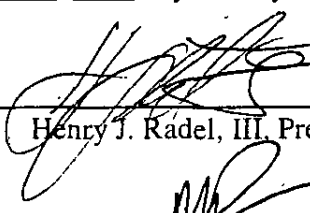
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Article VI Incorporator. The name and address of the incorporator is Henry J. Radel, III, 4360 Lazio Way #1008, Fort Myers, Florida 33901.

Article VII Membership. The Corporation shall not have members.

WITNESS the due execution hereof this 10 day of May, 2012



Henry J. Radel, III, President



Matthew Pusateri, Secretary

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FRIENDS OF TREY RADEL, INC.

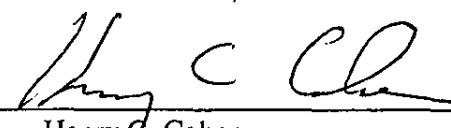
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COHEN & GRIGSBY, P.C.

Dated: May 10, 2012

By


Henry C. Cohen

**COURT ENDORSEMENT UNDER
Florida Statutes §617.1807**

1. The foregoing Articles of Incorporation are hereby approved.
2. All of the property of the corporation (as in existence prior to its conversion in accordance with Florida Statutes §617.1805) shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation (as in existence prior to such conversion).

DONE AND ORDERED this 25 day of June, 2012.


Circuit Court Judge

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TALLAHASSEE, FLORIDA

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