

CORPORATION INFORMATION
SERVICES, INC.
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CSC networks

N95000000702

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P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 542159 B1445A

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : February 13, 1995

ORDER TIME : 9:26 AM

ORDER NO. : 542159

CUSTOMER NO: B1445A

CUSTOMER: C. Guy Batsel, Esq
BATSEL MCKINLEY ITTERSAGEN &
GUNDERSON, PA
Suite 104
1861 Placida Road
Englewood, FL 34223

DOMESTIC FILING

N95000000702

NAME: GASPARILLA CAUSEWAY, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Dail L. Shelby

EXAMINER'S INITIALS:

FILED
95 FEB 13 PM 3:47
TALLAHASSEE, FLORIDA

DM
2-13-95
02/14

ARTICLES OF INCORPORATION

OF

GASPARILLA CAUSEWAY, INC.

FILED
95 FEB 13 PM 3:47
CLERK
TALLAHASSEE

The undersigned incorporator has executed these Articles of Incorporation for the purpose of incorporating a Florida not for profit corporation pursuant to Florida Statutes Chapter 617 (1994) and set forth as follows:

ARTICLE I

NAME

The name of the corporation shall be GASPARILLA CAUSEWAY, INC. The principal office address of the corporation shall be 1861 Placida Road, Suite 104, Englewood, Florida 34223.

ARTICLE II

OBJECTS AND PURPOSES

A. General Objects and Purposes. The objects and purposes for which this corporation is established are to acquire, own operate, finance, refinance, maintain, repair and construct and reconstruct improvements on and regulate the Gasparilla Island Bridge and Causeway (the "Causeway"), the assets of which include but are not limited to the following:

1. That franchise issued by the Florida Railroad and Public Utilities Commission to Florida Bridge Company under Order #1789 dated May 8, 1952 (the "Franchise");

2. That Grant of Right of Way dated December 30, 1954 and all improvements thereon, including asphalt road, bridges and toll house thereon (the "Right of Way");

3. Any and all interest in real estate owned by the current owner of the Causeway, including but not limited to fee simple title to land in Charlotte County, Florida and any interest under leases, easements, rights of way and rights appurtenant to ownership of fee simple title, the Franchise and the Right of Way; and

4. All tangible and intangible personal property utilized in the ownership and operation of the Causeway.

B. Powers. The corporation shall have and exercise all powers necessary for, incidental to, desirable for, or useful or convenient in carrying out its objects and purposes and/or permitted by special or general law. Those powers, except as expressly limited hereafter, shall include, but shall not be limited to, the following:

1. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned.

2. To borrow and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation.

3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the corporation's Board of Directors shall deem advisable and as may be permitted by law.

4. To purchase, contract for, or otherwise acquire in any manner, to hold, own and to sell, lease, rent, mortgage, pledge and otherwise dispose of or encumber any and all classes of property whatsoever, whether real, personal or mixed, or any interest therein, and to develop, improve and otherwise manage, operate and control the same.

5. To exercise all the powers conferred upon non-profit corporations under the laws of the State of Florida in order to

accomplish its purposes, including but not limited to the power to accept donations of money or property or any interest therein, whether real or personal.

6. To have perpetual succession by its corporate name.

7. To sue, be sued, complain and defend in its corporate name.

8. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

9. To purchase, take, receive, lease or otherwise deal in and with real or personal property or in any other interest therein, wherever situated.

10. To sell, convey, mortgage, pledge, lease, exchange, transfer, option and otherwise dispose of all or any part of its property and assets.

11. 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 or other interests in, or obligations of, other domestic or foreign corporations, non-profit corporations, associations, trusts, partnerships, limited 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.

12. To make contracts, including contracts of guaranty, suretyship and indemnification and to 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, deed of trust, security agreement, pledge or other encumbrance of all or any of its property, franchises and income.

13. 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.

14. To conduct its affairs, carry on its operations, and have offices and exercise its powers within the State of Florida.

15. To elect or appoint officers and agents of the corporation, who may be directors, and to define their duties and to fix their compensation, if any.

16. To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration, regulation and management of the affairs of the corporation.

17. The utilization of any excess funds (after conservative allowance for repairs and maintenance and appropriate reserves for rebuilding) for Gasparilla Island public purposes such as:

a) construction and maintenance of bike paths and other public areas;

b) donations to Gasparilla Island community charities and non-profit organizations such as:

i) Boca Grande Health Clinic, Inc.;

ii) Boca Grande Community Center;

iii) Boca Grande Child Care Center, Inc.;

iv) The Johann Fust Community Library of Boca Grande, Florida, Inc.; and

v) Gasparilla Island Conservation and Improvement Association, Inc.,

and other similar purposes as determined to be appropriate by the Board of Directors.

18. To cease its corporate activities.

ARTICLE III

DURATION

The duration of the corporation is perpetual.

ARTICLE IV

REGISTERED AGENT

The initial registered office and the name of its initial registered agent is C. Guy Batsel at Suite 104, 1861 Placida Road, Englewood, Florida 34223.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors and such officers, committees, agents and employees as the directors may from time to time appoint. The initial number of directors shall be nine (9). At the time of the initial organizational meeting of the corporation and thereafter, the number of Board of Directors shall be not less than four (4) nor more than nine (9). The name and address of each person who is to serve as an initial director is as follows:

Bayard Sharp	1060 10th Street East Boca Grande, Florida 33921
W. J. Carroll	1617 Jean LaFitte Drive Boca Grande, Florida 33921
John Heffernan	2521 25th Street West Boca Grande, Florida 33921
Nancy Sholley	1120 11th Street West Boca Grande, Florida 33921
Johns Knight, Jr.	391 Lee Avenue Boca Grande, Florida 33921
Dr. Hank Wright	131 Damficare Street Boca Grande, Florida 33921
Larry Williams	151 Blackwall Court Boca Grande, Florida 33921
Smokey Smylie	4020 40th Street West Boca Grande, Florida 33921
George DeGenaro	41 Marina Manor Boca Grande, Florida 33921

The manner in which the directors are to be elected or appointed is as stated in the Bylaws.

ARTICLE VI
INCORPORATORS

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

C. Guy Batsel 1361 Placida Road, Suite 104
Englewood, Florida 34223

ARTICLE VII
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation; provided, however, that a description of the proposed manner of distribution, including the names of the organizations to which the Board of Directors proposes to distribute assets, shall be submitted to the members of the corporation for approval or rejection prior to the effectuation of the actual distribution, and no distribution shall be made without prior approval thereof by the members. Any such assets not disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Subject to the further provisions hereof, the corporation shall indemnify any and all of its existing and future directors and officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the

corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is brought by or in the right of the corporation by any other person. Whenever such director or officer shall report to the president of the corporation or to the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director or officer of the corporation, Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe such conduct was unlawful in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

ARTICLE IX

EXEMPTION OF PRIVATE PROPERTY

The incorporators, directors, officers, employees and agents of the corporation and their property shall be forever exempt from liability or assessment for its debts, obligations or engagements.

ARTICLE X
LIMITATION OF LIABILITY

No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (i) any breach of the director's duty of loyalty to the corporation or its members; (ii) acts or omissions which are not in good faith or which involve violation of Florida Statutes - prohibition against issuance of stock and payment of dividends; (iii) any transaction from which the director derived an improper personal benefit; or (iv) any violation of Florida Statutes - director conflicts of interest.

ARTICLE XI
DISSOLUTION

In the event that the Board of Directors deems it impractical for any reason for the corporation to pursue further its objects and purposes, the Board of Directors may, by the affirmative vote of two-thirds of their number present at a regular or special meeting of the Board, declare the corporation dissolved and take such steps as may be necessary under the laws of the State of Florida and Article VIII hereof to effect the orderly dissolution of the corporation.

Executed by the incorporator this 17th day of February, 1995.

Witnesses:

Susan Castello
Kellie A. Machado

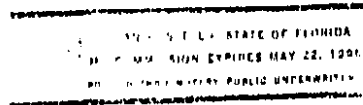
C. Guy Batsel
C. Guy Batsel

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, C. GUY BATSEL, who is personally known to me or who has produced his Florida driver's license as identification and who did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Englewood, said County and State, this 14th day of February, 1995.

Susan Costello
Notary Public
My commission expires:



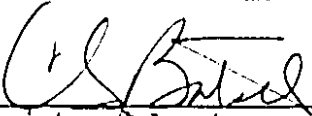
CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GASPARILLA CAUSEWAY, INC., a Florida not for profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Englewood, County of Charlotte, State of Florida, has designated C. GUY BATSEL, whose street address is 1861 Placida Road, Suite 104, Englewood, Florida 34223, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named not for profit corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Registered Agent

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