



NP500002450

ACCOUNT NO. 072100000032

REFERENCE : 602591 12006A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : May 22, 1995

ORDER TIME : 9:00 AM

ORDER NO. : 602591

CUSTOMER NO: 12006A

CUSTOMER: Roger P. Conley, Esq
CONLEY CLEARY & OZARK

2401 Manatee Avenue West
Bradenton, FL 33505

DOMESTIC FILING

NAME: CROSLEY ESTATE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN MAY 23 1995

100001455461
-05/22/95--01017--016
****122.50 ****122.50

RECEIVED
95 MAY 22 AM 10:16
DIVISION OF CORPORATION
FILED
95 MAY 22 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~11/15-10/15~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CROSLEY ESTATE, INC.
Ref. Number: W95000010725

We have received your document for CROSLEY ESTATE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 695A00025949

ARTICLES OF INCORPORATION

OF

CROSLBY ESTATE, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned persons, acting as incorporators of a corporation not-for-profit as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is CROSLBY ESTATE, INC., a Florida Not-For-Profit Corporation.

ARTICLE II - DURATION

The Corporation shall have perpetual duration.

ARTICLE III - PURPOSE

The Corporation is a Not-For-Profit Corporation and the purposes for which the Corporation is organized are as follows:

1. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as now exist or as may hereafter be amended, including without limitation contributions to further the purposes, goals, and objectives of Crosby Estate, Inc., a Florida Not-For-Profit Corporation.

2. The general purposes and powers are:

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- (a). To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the purposes of this Corporation.
- (b). To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, Association, Corporation, Municipality, Governmental Agency or Political Subdivision.
- (c). To have and exercise all the rights and powers conferred on non-profit Corporations under the laws of Florida, as such law is now in effect or may hereafter be amended.
- (d). To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

3. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation as set forth in Paragraphs 1 and 2 of this Article III, and nothing contained in the foregoing statement of purposes shall be construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such. In carrying out its purposes the Corporation shall be limited as follows:

- (a). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member of the Corporation, or any private individual shall be entitled to assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- (b). The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (c). The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (d). The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (e). The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (f). The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (g). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as now exist or as any hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code as said Regulations now exist or as any hereafter be amended.
- (h). Upon 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 in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Law, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Manatee County, Florida, 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 IV - CAPITAL STOCK

The Corporation is organized upon a non-stock basis as defined in Section 017.011 of the Florida Statutes. The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the By-Laws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2401 Manatee Avenue West, Bradenton, Manatee County, Florida, 34205. The name of its initial registered agent at such address is ROGER P. CONLEY. The principal address and the registered office address are the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The affairs and powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors consisting of not less than Five (5) persons provided, however, that such number may be changed by a By-Law duly adopted pursuant to the By-Laws of this Corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on June 1, 1995, at 10:00 a.m. at 2401 Manatee Avenue West, Bradenton, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of One (1) year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m. on the 1st Monday in July of each year at the principal office of the Corporation, or at such other place or places as the board of

directors shall designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Articles of Incorporation or By-Laws of this Corporation authorized the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

NAME:	RESIDENTIAL ADDRESS:
MARTIN KATZ	14328 Jabot Lane Orlando, FL 32837
PAULA JAWITZ	612 51st Street Northwest Bradenton, FL 34209
EDWARD J. GULASH	2906 Gulf Drive Holmes Beach, FL 34217

The Board of Directors may establish an Executive Committee in a manner and with duties as prescribed in the By-Laws.

ARTICLE VII - INCORPORATORS

The name and address of each incorporator are:

NAME:	ADDRESS:
EDWARD J. GULASH	2906 Gulf Drive Holmes Beach, FL 34217

ARTICLE VIII - AMENDMENT

The Board of Directors shall elect the following officers:

President
Vice-President
Secretary
Treasurer

and such other officers as the By-Laws of this Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers.

President:	MARTIN KATZ
Vice-President:	PAULA JAWITZ
Secretary:	EDWARD J. GULASH
Treasurer:	EDWARD J. GULASH

ARTICLE IX - INDEMNIFICATION

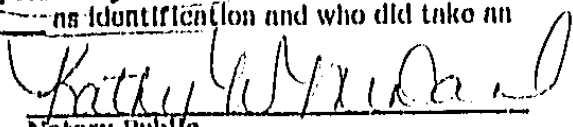
Subject to the limitations contained in the By-Laws and limitations set forth in Chapter 617 of the Florida Statutes concerning corporate action that must be authorized or approved by the members of the Corporation, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, as set forth in the By-Laws of the Corporation.

IN WITNESS WHEREOF, we, the undersigned, being the original incorporators of this Corporation, do certify that each of us is of full age and competent to contract and that at least one of the directors named is a citizen of the United States of America. For the purpose of forming the proposed Corporation above named to do business both within and without the State of Florida, and pursuance of the requirements of the laws of Florida, we have executed these Articles of Incorporation on May 16, 1995.


EDWARD J. GULASH

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17th day of
May, 1995, by EDWARD J. GULASH, who is personally known to me or who has
produced _____ as identification and who did take an
oath.


Notary Public

Name: Kathy W. McDaniel

My Commission Expires:

OFFICIAL NOTARY SEAL
KATHY W. MCDANIEL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC390382
MY COMMISSION EXP. SEPT 17, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

95 MAY 22 3 11:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That CROSLBY ESTATE, 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 the City of Bradenton, County of Manatee, State of Florida, has named ROGER P. CONLEY, located at 2401 Manatee Avenue West, Bradenton, Florida, 34205 County of Manatee, State of Florida, as its agent to accept service of process within said State.

ACKNOWLEDGMENT:
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ROGER P. CONLEY
Resident Agent