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ARTICLES OF INCORPORATION
OF
THE LITERARY SOCIETY, INC.

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PREAMBLE

The undersigned, does hereby associate adopt the following Articles, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be:

THE LITERARY SOCIETY, INC.

The Corporation's principal address shall be:

c/o Northern Trust Bank
8060 College Parkway
Fort Myers, Florida 33919

ARTICLE II
GENERAL NATURE OF BUSINESS AND CHARITABLE RESTRICTIONS AND LIMITATIONS

The general nature of the business to be transacted by this Corporation is to:

(1) Educate the general public and the members of the Corporation by developing an appreciation of literature (through promoting and fostering a consideration of authors, poets and their works) by conducting meetings and presentations by authors and poets to encourage a mutual exchange of ideas and understandings with a view toward increasing the literary awareness among the members of the Corporation and the general public.

Prepared by: GUY E. WHITESMAN, ESQUIRE
Florida Bar Number: 334189
1715 Monroe Street
Fort Myers, Florida 33901
(813) 334-4121

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(2) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions and membership dues.

(3) To solicit collect and disburse funds, to accept donations, and to acquire property to further the objects and purposes of the Corporation.

The charitable limitations and restrictions applicable to this Corporation are:

(4) Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

(5) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

(6) No substantial part of the activities of the Corporation shall be the carrying on propaganda, or otherwise attempting, to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(7) Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code; or, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

(8) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit, (b) engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code, or corresponding provisions of any future federal tax code, or (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue

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of Section 504 of the Internal Revenue Code, or corresponding provisions of any future federal tax code.

ARTICLE III
CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article II hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations 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 wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future federal tax code) and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such

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powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future federal tax code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV
TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VI
MEMBERSHIP

The members of the Corporation shall consist of the persons signing the Articles of Incorporation and such other person or persons and organization or organizations as the Board of Trustees may elect, by a majority vote, at any annual or special meeting of the Board of Trustees. The Board of Trustees shall consider the interest of such persons or organizations in determining eligibility of membership.

ARTICLE VII
INCORPORATOR

The name and residence address of the incorporator of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David G. Robinson	5668 Jerez Court Fort Myers, Florida 33919

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ARTICLE VIII
TRUSTEES

The affairs of this Corporation shall be conducted by a Board of Trustees consisting of not fewer than three (3) nor more than twenty (20) trustees. The manner of election of trustees shall be as set forth in the Corporation's Bylaws.

ARTICLE IX
BYLAWS AND AMENDMENTS

(1) The Bylaws of this Corporation shall be adopted by the vote of the majority of the Board of Trustees of the Corporation. The Bylaws of the Corporation shall be amended by the action of a majority of the Board of Trustees of the Corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Trustees of the Corporation.

ARTICLE X
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, the Corporation, desiring to organize under the laws of the State of Florida has designated its initial registered agent and initial registered office as follows:

Helene Myers
c/o Northern Trust Bank
8060 College Parkway
Fort Myers, Florida 33919

ARTICLE XI
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

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ARTICLE XII
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, the following provisions shall become operative:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(2) The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(3) The Corporation shall not retain any excess of business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) 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 1986, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.


These Articles of Incorporation were executed by the following incorporator this 10th day of January, 1996


David G. Robinson

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ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept Service of Process for The Literary Society, Inc., at place designated in ARTICLE XI of the attached Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Helena Myers
Resident Agent

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96 JAN 30 PM 12:18
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TALLAHASSEE, FLORIDA

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