

N 96000000861

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 2/17/96

No 52280

RE: CAPE CORAL ASSOCIATION, INC.

95 FEB 19 PM 2:53

C.C. FEE, DISBURSED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Captial Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____
SUBTOTALS _____		_____

400001718134
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 ***122.50 ***122.50

95 FEB 19 AM 11:27
 DIVISION OF CORPORATION

RECEIVED

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>11:00</i>	_____	CK No. _____
BY	<i>MC</i>	_____	_____

WALK-IN *2/19 11:00*
 Will Pick Up

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

CAPE CORAL POLICE ASSOCIATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

FILED

96 FEB 19 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Cape Coral Police Association, Inc.

The principal address of the corporation at the time of incorporation is 1630 S.E. 47th Terrace, City of Cape Coral, County of Lee, State of Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence at the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

(a) The specific and primary purpose for which this corporation is organized is to promote social interaction between members of the:

1. Cape Coral Police Benevolent Association, Inc.;
2. Current members of the Fraternal Order of Police, Grand Lodge, Lodge 33;
3. Associate members of the Cape Coral Fraternal Order of Police; and
4. PBA - Associates

of good moral character for fraternal purposes and social betterment; to effect the establishment and operation of club facilities for the exclusive pleasure, recreation, and entertainment of members of the association and eligible guests; to purchase, lease, hold, sell, develop, build, mortgage, deed in trust, convey or otherwise acquire and dispose of real and personal property, and to maintain and operate the same for the use and enjoyment of all members, subject to the rules and bylaws as set forth in the bylaws of this corporation; to do everything necessary

and proper for the accomplishment of any of the purposes or attainment of any of the objects previously mentioned, either alone or in association with other individuals, corporations or partnerships, including but not limited to state, county, federal and municipal entities; and generally, to perform such acts and to transact such business in connection with the preceding objects not inconsistent with law or the objects and aims of the corporation.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

Membership in this association shall be limited to members in good standing of the:

1. Cape Coral Police Benevolent Association, Inc.;
2. Fraternal Order of Police, Lodge 33, Cape Coral, Florida;
3. Fraternal Order of Police Associates, Cape Coral, Lodge 33; and
4. Cape Coral PBA Associates.

The authorized number, specific qualifications and manner of admission of members of this corporation, different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof and the termination and transfer of membership shall be set forth in the bylaws of this corporation.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 1714 Cape Coral Parkway, City of Cape Coral, County of Lee, State of Florida, and the name of the corporation's initial registered agent at such address is Robert B. Burandt.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME

ADDRESS

Keith Perrin
F.O.P. President
Lodge 33

815 Nicholas Parkway
Cape Coral, Florida 33914

Thomas Rall
P.B.A. President

815 Nicholas Parkway
Cape Coral, Florida 33914

Peter Bochnovich
President, Cape Coral
Police Association, Inc.

1630 S.E. 47th Terrace
Cape Coral, Florida 33904.

Since the directors are appointed pursuant to their status in other organizations, i.e. president of the F.O.P., P.B.A. and Cape Coral Police Association, Inc., and those directors can only be removed if they are removed from the position they hold with those associations. The Board of Directors shall have the responsibility to oversee the day-to-day operations of the organization, however, the specific duties of the officers shall be enumerated in the bylaws.

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a non-stock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the majority vote of the Board of Directors.

B. Election of Directors. The President of Lodge 33, Cape Coral Fraternal Order of Police, shall serve as one of the directors of this corporation. The President of the Cape Coral Police Benevolent Association, Inc. shall serve as a second director of this corporation. The third director shall be the duly elected president of this corporation in accordance with the bylaws.

C. Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, a financial secretary, and sgt. at arms and shall be elected by the members of the Cape Coral Police Association, Inc. in accordance with the bylaws.

ARTICLE IX. ANNUAL MEETING

The annual meeting shall be held on the first Saturday of February commencing after the acceptance of the filing of the corporate documents by the State of Florida.

ARTICLE X. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 which is the intention of the original incorporators.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended, repealed, in whole or in part, by a vote of at least two-thirds of a quorum of the voting member of the corporation. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

In witness whereof, the undersigned incorporators have executed these Articles of Incorporation on this 13 day of February, 1996.

Keth Perrin
KEITH PERRIN

Thomas Rall
THOMAS RALL

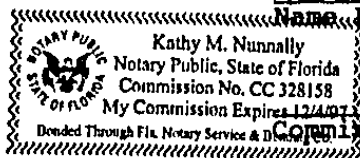
Peter Bochnovich
PETER BOCHNOVICH

STATE OF FLORIDA)
COUNTY OF LEE) S

The foregoing instrument was acknowledged before me this 13 day of February, 1996 by KEITH PERRIN, who is personally known to me (or produced _____ as identification) and who did (did not) take an oath.

Kathy M. Nunnally
Notary Public

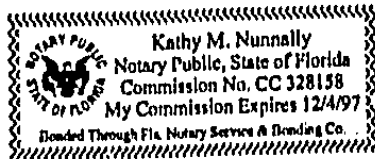
Kathy M. Nunnally
Name Printed or Typed



Commission Expiration

STATE OF FLORIDA)
COUNTY OF LEE) S

The foregoing instrument was acknowledged before me this
1st day of February, 1996 by THOMAS RALL, who is personally
known to me (or produced _____ as identification) and
who did (did not) take an oath.



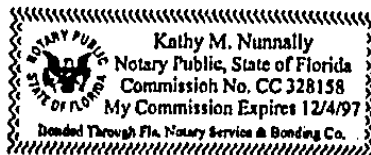
Kathy M. Nunnally
Notary Public

Kathy M. Nunnally
Name Printed or Typed

Commission Expiration

STATE OF FLORIDA)
COUNTY OF LEE) S

The foregoing instrument was acknowledged before me this
1st day of February, 1996 by PETER BOCHNOVICH, who is
personally known to me (or produced _____ as
identification) and who did (did not) take an oath.



Kathy M. Nunnally
Notary Public

Kathy M. Nunnally
Name Printed or Typed

Commission Expiration

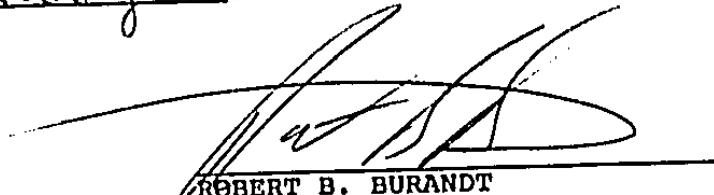
FILED

ACKNOWLEDGMENT OF REGISTERED AGENT

96 FEB 19 PM 2:54

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.

Executed by the undersigned at Cape Coral, Florida, on this
14th day of February, 1996.


ROBERT B. BURANDT
Registered Agent