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SECURITY DEPARTMENT
TALLAHASSEE, FLORIDA

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AUTHORIZATION : *Patricia Pijet*

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ORDER DATE : April 15, 1996

ORDER TIME : 04:55 AM

ORDER NO. : 010101

CUSTOMER NO: 00700A

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CUSTOMER: C. Neil Gregory, Esq
CATALANO FISHER GREGORY &
CROWN
Suite 404
4001 Tamiami Trail, North
Naples, FL 33940

DOMESTIC FILING

NAME: CITIZENS FOR CONTROL OF
AIRPORT NOISE, INC.

EFFECTIVE DATE:

☒ 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 FOR: K. J. [illegible]
AMINER INITIALS

TH
4-16-96

ARTICLES OF INCORPORATION
OF
CITIZENS FOR CONTROL OF AIRPORT NOISE, INC.

FILED
96 APR 15 11 00 AM
CLERK OF DISTRICT COURT
NAPLES, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be CITIZENS FOR CONTROL OF AIRPORT NOISE, INC.

ARTICLE II

CORPORATION'S OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the corporation is 1966 Fourth Street South, Naples, FL 33940, and the initial mailing address of the corporation is P.O. Box 2111, Naples, FL 33939-2111.

ARTICLE III

PURPOSES AND POWERS

Section 1. Purposes. The Corporation is organized for the following purposes:

(a) To support candidates for public office and to support the political platforms of such candidates, including platforms providing for the reduction of noise at the Naples Airport, the return of control of the Naples Airport to the City of Naples, and the safety and welfare of citizens using, and living in the vicinity of, the Naples Airport;

(b) To lobby for, to support, and to otherwise seek to influence others to support, the reduction of noise at the Naples Airport, the return of control of the Naples Airport to the City of Naples, and the safety and welfare of citizens using, and living in the vicinity of, the Naples Airport;

(c) To carry on political activities for the social welfare of those living in the greater Naples area.

Section 2. Powers. The Corporation shall have the following powers:

(a) To receive money and property, both real and personal and tangible and intangible, by way of gift, devise, bequest or otherwise;

(b) To own, acquire, convey, exchange, lease, mortgage and encumber all property real and personal;

(c) To borrow money and to enter into contracts with any person, firm, association, corporation or governmental body;

(d) To solicit donations and gifts;

(e) To charge membership fees;

(f) To perform every act necessary or proper for the accomplishment of the purposes of the Corporation;

(g) Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, to distribute all residual assets of the Corporation to such other non-profit corporations, trusts, associations and organizations as deemed appropriate by the Board of Directors.

ARTICLE IV

MEMBERS

The qualification for membership in the Corporation shall be determined by the Board of Directors. The Board of Directors may establish annual dues and

membership fees and may terminate and cancel the membership of any person who has not paid such due or membership fee. The Board of Directors shall exercise all voting rights and have the sole voting power on corporate matters and the members shall not have the right to vote on any matter.

ARTICLE V

TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4001 Tamiami Trail North, Suite 404, Naples, FL 33940. The name of the initial registered agent of this corporation located at the address of the registered office is C. Neil Gregory.

ARTICLE VII

INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fred Coyle	1966 4th Street South Naples, FL 33940
Bill Busch	559 15th Avenue South Naples, FL 33940
Al Oppenheim	1100 8th Avenue South, Apt. 229K Naples, FL 33940
Ron Soulard	1595 Avion Place Naples, FL 33940
Robert R. Wiersum	1548 4th Avenue South Naples, FL 33940

ARTICLE VIII

BOARD OF DIRECTORS

The affairs and business of the Corporation shall be conducted by a Board of Directors. The number of Directors and the method of election of the Directors shall be as stated in the Bylaws. The first Board of Directors and their addresses shall be:

<u>NAME</u>	<u>ADDRESS</u>
Fred Coyle	1966 4th Street South Naples, FL 33940
Bill Busch	559 15th Avenue South Naples, FL 33940
Al Oppenheim	1100 8th Avenue South, Apt. 229K Naples, FL 33940
Ron Soulard	1595 Avion Place Naples, FL 33940
Robert R. Wiersum	1548 4th Avenue South Naples, FL 33940

ARTICLE IX

BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the Directors in any manner permitted by the Bylaws or applicable law.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended by a majority of the Board of Directors or in any other manner permitted by law.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

(a) The Corporation hereby indemnifies any person who was or is a party to any proceeding:

(i) Other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against liability incurred as a result of such proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor, by reason of his being or having been a Director, officer, employee or agent of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses and amounts paid in settlement, not exceeding in

the judgment of the Board of Directors the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged liable unless and only to the extent that the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding. If such a quorum is not obtainable, then by majority vote of a committee duly designated by the Board of Directors (directors who are parties may participate).

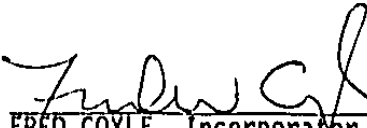
(c) The Board of Directors shall have the power to indemnify expenses incurred by an officer or director in defending a civil or criminal proceeding in advance of the final disposition of such proceeding, provided such officer or director undertakes to repay such amount if that officer or director is ultimately found not to be entitled to indemnification by the Corporation. The

Board of Directors may also indemnify other employees and agents in advance upon such terms or conditions that the Board of Directors deems appropriate.


(d) The officers, directors, employees and agents of this Corporation are afforded the full indemnification protection under the Florida Statutes.

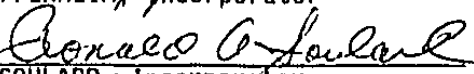
(e) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

IN WITNESS WHEREOF, the undersigned, being the original incorporators to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 12th day of April, 1996.


FRED COYLE, Incorporator


BILL BUSCH, Incorporator

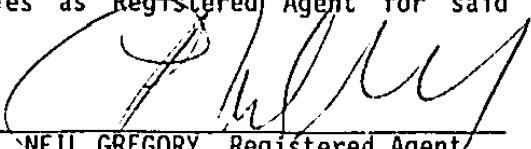

AL OPPENHEIM, Incorporator


RON SOULARD, Incorporator


ROBERT R. WIERSUM, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


C. NEIL GREGORY, Registered Agent