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Timothy J. Murty
Attorney At Law

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August 2, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RECEIVED
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TALLAHASSEE, FL

IN RE: SANIBEL-CAPTIVA RESTAURANT ASSOCIATION, INC.

TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of the Articles of Incorporation for the above named Florida corporation and a check in the amount of \$70.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Timothy J. Murty
TIMOTHY J. MURTY
Attorney at Law

/km
Enclosures

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**ARTICLES OF ASSOCIATION
OF
SANIBEL-CAPTIVA RESTAURANT ASSOCIATION, INC.**

Articles of Incorporation of SANIBEL-CAPTIVA RESTAURANT ASSOCIATION, INC., a Florida Not For Profit Corporation

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the association shall be SANIBEL-CAPTIVA RESTAURANT ASSOCIATION, INC.

ARTICLE TWO

PRINCIPAL OFFICE AND AGENT

The principal and initial registered office of the association shall be at 1633 Periwinkle Way, Suite A, City of Sanibel, County of Lee, State of Florida 33957, and the name of its initial registered agent is TIMOTHY J. MURTY. The Association may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE THREE

PURPOSES

The purposes of the association shall be:

a) To provide the opportunity for exchange of ideas and opinions, and for the study and discussion of various business and technical aspects of the restaurant industry and to provide for joint action for the betterment of the restaurant industry and to acquire, preserve and disseminate data and information to members and to the public relating to the restaurant and food service industry.

b) To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of principles adopted by the founders of the association.

c) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, or dispose of the property or proceeds thereof in furtherance of the purposes of the Association.

ARTICLE FOUR

POWERS

In furtherance of the objectives described above, but not limited to these, the association shall have power to collect and disseminate statistics and other information, to conduct investigations, to engage in various fund-raising activities, to conduct promotional activities, including advertising and publicity, in or by any suitable manner or media, propose, modify or terminate legislation and to hold such property as is necessary to accomplish its purposes.

ARTICLE FIVE

INCORPORATION

The corporate existence of the Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State and the term of the corporation shall be perpetual.

ARTICLE SIX

MEMBERSHIP

a) Active Membership. Anyone is eligible to become an active member of the association, with full voting and other privileges, provided he or she is qualified under such rules as the membership committee may provide.

b) Associate Membership. Anyone interested in the activities of the association may be awarded an associate membership under such terms and with such privileges as the membership committee may determine.

c) Voting. Each active member shall be entitled to one vote in the affairs of the association. Proxy voting is permitted.

ARTICLE SEVEN

DUES

The annual dues required for membership in the association shall be determined by the vote of the active members, on recommendation of the membership committee. Dues may be varied from year to year, but dues shall be the same for all active members. Dues for associate members shall also be determined by a vote of the active membership, on recommendations of, and classifications suggested by, the membership committee.

ARTICLE EIGHT

MEETINGS

a) Annual Meeting. There shall be an annual meeting of the association during the month of May, unless otherwise ordered by the executive committee, for electing officers, receiving reports, and transacting other business. Meetings shall be open to active and associate members. Notice of these meetings, issued by the secretary, shall be mailed to the last recorded address of each member at least ten (10) days before the time appointed for the meeting.

b) Quorum. A majority of the active members of the association, when present, either in person or by proxy, at any meeting, shall constitute a quorum, and in case there is less than this number, the presiding officer may adjourn from time to time until a quorum is present.

ARTICLE NINE

OFFICERS AND COMMITTEES

a) Elective Officers. The elective officers of the association shall be a president, vice-president, secretary, and treasurer. Other offices and officers may be established and appointed by the active members of the association at the regular annual meeting.

b) Standing Committees. The association shall have at least two standing committees: An executive committee of seven (7) persons and a membership committee of five (5) persons.

1. At the annual meeting held after the adoption of these articles, there shall be elected by vote five (5) members of the membership committee. Three (3) members of each committee shall be elected for a term of one (1) year, and two (2) members shall be elected for a term of three (3) years. At each annual meeting thereafter, a number of members of each committee equal to the number of those whose terms have expired or are about to expire shall be elected for a term of one (1) year.

At the annual meeting held after the adoption of these articles, there shall be elected by vote seven (7) members of the executive committee. Four (4) members of each committee shall be elected for a term of one (1) year, and three (3) members shall be elected for a term of two (2) years. At each annual meeting thereafter, a number of members of each committee equal to the number of those whose terms have expired or are about to expire shall be elected for a term of two (2) years.

Any member shall be eligible for re-election to either committee.

ARTICLE TEN

AMENDMENTS TO ARTICLES

These articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the association.

ARTICLE ELEVEN

BYLAWS

Bylaws will be hereafter adopted. Such bylaws may be amended or repealed, in whole or in part, in the manner provided in the bylaws, and the amendments to the bylaws shall be binding on all members, including those who may have voted against them.

ARTICLE TWELVE

DISTRIBUTION OF PROPERTY ON DISSOLUTION

In the even of dissolution of the association its property shall be distributed as then permitted or required by Florida law.

These articles of association are adopted on 30th day of July, 1996, at the City of Sanibel, County of Lee, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.


TIMOTHY J. MURTY, Incorporator

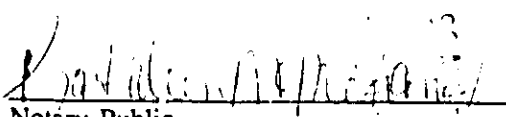
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, personally appeared TIMOTHY J. MURTY, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and official seal, this 30th day of July, 1996, in the aforesaid County and State.

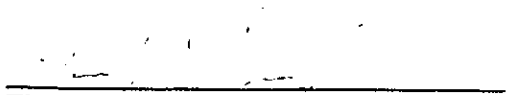


KATHLEEN MCMENAMY
My Commission CC379574
Expires Jun. 06, 1998
Bonded by FIAI
800-422-1555


Notary Public

ACKNOWLEDGEMENT OF REGISTERED AGENT

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


TIMOTHY J. MURTY