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

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\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: The Southwest Florida Bird Club, Inc.

I enclose an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$131.25. Please provide a certified copy and a certificate. Please file these Articles to be effective as soon as possible.

SIGNED:

Norma Banas

From:

Norma Banas, President  
The Southwest Florida Bird Club  
9824 Immokalee Road  
Naples, Florida 34120  
941-353-2215

RECEIVED  
AUG 28 1996  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

8/29/96  
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**ARTICLES OF INCORPORATION  
OF  
THE SOUTHWEST FLORIDA BIRD CLUB, INC.  
A NON-PROFIT CORPORATION**

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, adopts the following Articles of Incorporation:

ONE: The name of this corporation is The SouthWest Florida Bird Club, Inc.

TWO: The name and address of the initial registered agent of this corporation is:  
Norma Banas  
9824 Immokalee Road  
Naples, Florida 34120

THREE: The specific purpose of this corporation shall be to enhance the knowledge and enjoyment of the field of aviculture, to encourage breeding programs, to sponsor exhibitions for the comparison of the breeding efforts, to disseminate avicultural information and to educate the general public on the joy of keeping and caring for avian species.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

FOUR: Directors and officers of the corporation will be elected as provided for in the corporation's bylaws. The initial officer-directors of the corporation are:

President: Norma Banas  
9824 Immokalee Road  
Naples, Florida 34120

Secretary: Karen Yankus  
2520 Clipper Way  
Naples, Florida 34104

Vice-President: Barbara Trainor  
4372 27th Court SW  
Naples, Florida 34116

Treasurer: Edward Morris  
380 18th Avenue NW  
Naples, Florida 34120

FIVE: The name and address of the incorporator of this corporation is:

Norma Banas  
9824 Immokalee Road  
Naples, Florida 34120

SIX: The period of duration of this corporation is perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

EIGHT: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(e) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 8/22/96

Norma Banus  
Norma Banus, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

The Southwest Florida Bird Club, Inc.

By Norma Banas, Pres.  
Norma Banas, President

2. The name and address of the registered agent and office is:

Norma Banas  
9824 Immokalee Road  
Naples, Florida 34120

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Norma Banas  
Norma Banas

Date: 8/22/96