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February 8, 1999

VIA FEDERAL EXPRESS

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*****35.00 *****35.00

Secretary of State
Division of Corporations
Attn: Amendment Section
Post Office Box 6327
Tallahassee, FL 32311

Re: Restated Articles of Incorporation
The Fort Myers Beach Build A Pool Foundation, Inc., a Not for Profit Corporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Restated Articles of Incorporation of The Fort Myers Beach Build A Pool Foundation, Inc., along with a check in the amount of \$35.00 to cover the filing fee. Upon filing, please notify me by telephone and file stamp and return the copy to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely,

HUMPHREY & KNOTT, P.A.

Garey F. Butler

Teresa A. Hanson
Secretary to Garey F. Butler

Enclosure: Restated Articles of Incorporation (original and copy)
Check for \$35.00
Return envelope

cc: Client

Restated art.

VS FEB 16 1999

FILED
99 FEB -9 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED
ARTICLES OF INCORPORATION
OF

THE FORT MYERS BEACH BUILD A POOL FOUNDATION, INC.
(A Florida Corporation Not for Profit)

FILED
99 FEB -9 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Restated Articles of Incorporation of The Fort Myers Beach Build A Pool Foundation, Inc., ("Corporation") were adopted by the Corporation and supersede and replace the Articles of Incorporation originally filed on November 14, 1996.

ARTICLE I

Name

The name of this corporation is The Fort Myers Beach Build A Pool Foundation, Inc.

ARTICLE II

Address

The initial location of this corporation is c/o Fort Myers Beach Town Hall, 2523 Estero Blvd., Fort Myers Beach, FL 33931.

ARTICLE III

Purposes

Section 1. The corporation is organized exclusively for charitable, educational and other permissible purposes within the meaning of Section 170(c)(2), and 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future tax code ("the Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

Section 2. The corporation's purposes shall be:

- A. To see that a community swimming pool is built on Fort Myers Beach in an effort to promote aquatics safety and health for all members of the community, young and old. Further, the corporation will raise funds for the operation and maintenance costs of the community pool. In addition, the corporation will work with appropriate government officials in the planning and design of the

community pool. Once the pool has been constructed, the corporation will work with officials to set policy and plan programs; and

- B. 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 any property of any sort or nature without limitation as to its amount of value, and to hold, invest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property, for any of the purposes set forth herein; and
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

Section 3. Notwithstanding any other provisions herein, the corporation is authorized to carry out any activities and exercise all authority not prohibited by these Articles or applicable law.

ARTICLE IV Membership

There shall be no members of the corporation initially but the directors may provide for membership classification and qualifications pursuant to the Bylaws of the corporation.

ARTICLE V Term of Existence

This corporation is to exist perpetually.

ARTICLE VI Officers

The officers of the corporation shall consist of a President, Secretary, Treasurer and such other officers as may be provided in the Bylaws and their duties shall be as provided in the Bylaws.

ARTICLE VII
Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. The number of directors may be established and changed from time to time, pursuant to the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

ARTICLE VIII
Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX
Amendments to Articles

These Articles of Incorporation may be amended by a majority vote of the Board of Directors or as otherwise provided by law.

ARTICLE X
No Private Inurements; Restrictions on Activities

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 these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section

501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

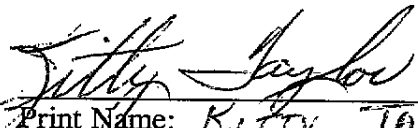
ARTICLE XI
Distribution Upon Dissolution

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 Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

ARTICLE XIII
Registered Office

The street address of the registered office of this corporation is 21681 Indian Bayou Drive, Fort Myers Beach, FL 33931, and the name of the registered agent of this corporation at that address is Ellie Bunting. The corporation may change the registered office and agent by filing the appropriate change with the State of Florida.

I certify that these Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on ^{February 3,} _____, 1999, and that member approval was not required.


Print Name: Kitty Taylor

President of The Fort Myers Beach Build A
Pool Foundation, Inc.

Attested: Ellie Bunting

Print Name: Ellie Bunting

Secretary of The Fort Myers Beach Build A
Pool Foundation, Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Fort Myers Beach Build A Pool Foundation, Inc., at the place designated in the Articles of Incorporation, Ellie Bunting, of 21681 Indian Bayou Drive, Fort Myers Beach, FL 33931, agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated: February 3, 1999

Ellie Bunting
Print Name: Ellie Bunting