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A FLORIDA LIMITED LIABILITY PARTNERSHIP

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PLEASE REPLY TO
FORT MYERS OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -3 AM 11:10

January 29, 1998

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/03/98--01069--006
*****35.00 *****35.00

RE: Restated and Amended Articles of Incorporation of
Florida Ladies' Skeet, Inc., a Florida not for profit corporation

Dear Sir or Madame:

Enclosed please find two (2) executed copies of the Restated and Amended Articles of Incorporation of Florida Ladies' Skeet, Inc., a Florida not for profit corporation. These Restated and Amended Articles were unanimously approved by the members and Board of Directors of Florida Ladies' Skeet, Inc. on January 29, 1998, and were executed by its secretary and registered agent, Ms. Barbara T. Bozard.

Also enclosed is a check for \$35.00 for the filing fee pursuant to section 617.0122(11) of the Florida Statutes.

Please acknowledge the filing of these Restated and Amended Articles of Incorporation by stamping or otherwise endorsing one of the enclosed executed copies and returning such copy in the stamped self-addressed envelope.

Should you have any questions regarding this filing, please call me at (941) 334-2195. Thank you for your attention to this matter.

Sincerely,



David I. Beckett

Enclosures

4635 S. DEL PRADO BLVD.
P.O. BOX 88
CAPE CORAL, FLORIDA 33910-0088
(941) 542-3148
FAX (941) 542-8953

SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366
FAX (561) 471-0522

461 S. MAIN STREET
P.O. DRAWER 2280
LaBELLE, FLORIDA 33975
(941) 675-5800
FAX (941) 675-4998

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
FLORIDA LADIES' SKEET, INC.**

The undersigned corporation hereby submits these Restated and Amended Articles of Incorporation for the purpose of integrating into one document its original articles of incorporation and also for the purpose of amending its articles of incorporation:

1. The name of the corporation is Florida Ladies' Skeet, Inc.
2. Attached hereto as an exhibit are the restated and amended articles of incorporation, which contain an amendment to the articles of incorporation requiring member approval.
3. The restated and amended articles of incorporation were adopted by its members on the 29th day of January, 1998, by unanimous vote and in the manner prescribed by law.

This the 29th day of January, 1998.

FLORIDA LADIES' SKEET, INC.

By: Barbara T. Bozard
Barbara T. Bozard, Secretary

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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
FLORIDA LADIES' SKEET, INC.**

The undersigned Corporation hereby submits these Articles of Incorporation as its Restated and Amended Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation is FLORIDA LADIES' SKEET, INC.

**ARTICLE II
NON PROFIT CORPORATION**

The Corporation is a not for profit corporation organized under the laws of the State of Florida.

**ARTICLE III
PRINCIPAL OFFICE**

The street address and the mailing address of the principal office of the Corporation is 317 Redwing Lane, St. Augustine, Florida 32084.

**ARTICLE IV
PURPOSES**

Section 4.01. The Corporation is organized exclusively for charitable, scientific and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code, and is not organized, nor shall it be operated, for the benefit of any private interest. These charitable activities shall include, but not be limited to acquiring by gifts, donations, and proceeds from an annual fund raiser, funds to be donated to other charitable entities as defined in Section 501(c)(3), with a special emphasis on organizations which aid abused women and children.

Section 4.02. Notwithstanding any other provision of these Articles of Incorporation:

- a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one of more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise

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attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

- b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.
- c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- d. The Corporation is organized pursuant to the Florida Not for Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE V **MEMBERSHIP**

The Corporation shall have no voting members.

ARTICLE VI **REGISTERED AGENT**

The initial Registered Agent of the Corporation is BARBARA T. BOZARD, whose street and mailing address is 317 Redwing Lane, St. Augustine, Florida 32084. By her signature below, she accepts designation as Registered Agent for the Corporation.

ARTICLE VII **DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of those people who are to serve as the initial Directors are:

Name

Address

BARBARA T. BOZARD

317 Redwing Lane
St. Augustine, FL 32084

MARY W. BEVERLY

3201 Horseshoe Trail
Tallahassee, FL 32312

CAROLYN M. LAUSE

18021 Traverse Drive
Alva, FL 33920

WINNIE TUCKER

6870 Sunnyside Drive
Leesburg, FL 34748

The election of Directors shall be determined as provided for in the By-Laws.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any by-law, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE IX

LIMITATION ON SCOPE OF LIABILITY

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:


- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;

- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

ARTICLE X
INCORPORATORS

The name and address of the sole incorporator of the Corporation is BARBARA T. BOZARD, 317 Redwing Lane, St. Augustine, Florida 32084.

DATED this 29th day of January, 1998.


BARBARA T. BOZARD
Secretary/Registered Agent

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