

CATLIN, SAXON, TUTTLE AND EVANS, P.A.

1700 ALFRED I. DUPONT BUILDING

169 EAST FLAGLER STREET

MIAMI, FLORIDA 33131-1298

FAX (305) 371-8011

(305) 371-9575

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 2:37

N98000000914

2/4/98

Enclosed is original and a copy
of Articles for:

200002425582--8
-02/03/98--01139--014
****122.50 ****122.50

"Clarke Jones Memorial Fishing Tournament, Inc."

Please incorporate, and return "stamped"
copy to me. Enclosed is \$122.50
filing fee.

Thank you!

William M. Tuttle, Jr.

789,626,2550
N98-3017

10

D. BROWN FEB 16 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

WILLIAM M. TUTTLE, III
CATLIN, SAXON, TUTTLE AND EVANS, P.A.
1700 ALFRED I DUPONT BL., 169 E. FLAGLR
MIAMI, FL 33131-1298

SUBJECT: CLARKE JONES MEMORIAL FISHING TOURNAMENT, INC.
Ref. Number: W98000003017

We have received your document for CLARKE JONES MEMORIAL FISHING TOURNAMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 598A00007687

FILED
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DIVISION OF CORPORATIONS
98 FEB 15 PM 2:38

ARTICLES OF INCORPORATION

OF

CLARKE JONES MEMORIAL FISHING TOURNAMENT, INC.

A Corporation Not-For-Profit

We, the undersigned subscribers, do hereby associate ourselves together to form a Corporation Not-For-Profit pursuant to the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be:

CLARKE JONES MEMORIAL FISHING TOURNAMENT, INC.

and it shall be located at 13007 S.W. 87 Avenue, Miami, Florida 33156.

ARTICLE II. PURPOSES

a) The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.

b) The purposes of the corporation are, and shall be, to organize, manage and conduct an annual or other periodic fishing tournament bearing the name "Clarke Jones Memorial Fishing Tournament," or to conduct any other lawful activity, to generate revenue or donations, from which all such activity the corporation shall collect revenue, and shall pay all out of pocket expenses, and thereafter donate all surplus revenue and donations to The University of Miami, a not-for-profit Florida corporation, and specifically to its Department of Dermatology and Cutaneous Surgery, for skin cancer research, and to encourage, aid, enrich, foster, support and promote the health care programs, operations and activities of The University of Miami, a not-for-profit Florida corporation, and its Department of Dermatology and Cutaneous Surgery;

and in connection therewith, to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real or personal properties, and to receive, hold, improve, operate, manage, lease, convey, dispose of by gift, sale, lease or otherwise and transfer any and all of such properties in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to such purposes and objectives, all for the use and benefit of the said to The University of Miami, a not-for-profit Florida corporation, and specifically to its Department of Dermatology and Cutaneous Surgery, for skin cancer research.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code") or the corresponding provisions of any subsequently enacted provisions of the Code.

ARTICLE III. MEMBERSHIP

The membership of the corporation shall consist of the Board of Directors of the corporation and their successors in office, and such other individuals as may be appointed by the corporation from time to time. Membership may be classified into one or more categories.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual unless and until the corporation shall be dissolved in accordance with law.

ARTICLE V. BOARD OF DIRECTORS

a) The business of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) members and a quorum of the conduct of a meeting of the Board of Directors and for the transaction of any business shall consist of a majority of the members thereof.

b) The initial Board of Directors shall consist of the following Directors:

Mary J. Mills

13007 S.W. 87 Avenue
Miami, Florida 33156

Mark D. Mills

13007 S.W. 87 Avenue
Miami, Florida 33156

Clarke J. Jones, Jr.

6235 S.W. 113 Street
Miami, Florida 33156

David L. Jones

7920 S.W. 141 Terrace
Miami, Florida 33158

c) The Board of Directors may not, without the prior approval of a majority of a quorum of the Board of Directors of the corporation:

1. Adopt a plan of dissolution of the Corporation;
2. Adopt a plan of merger or consolidation of the Corporation with another corporation;
3. Appoint or remove the independent auditors of the Corporation;
4. Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto exceeding ten percent.

ARTICLE VI. OFFICERS

a) The officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and a President.

b) The initial officers of the corporation shall consist of the following:

Mary J. Mills

Chairman and President

Mark D. Mills

Vice Chairman

Clarke J. Jones, Jr.

Secretary

David L. Jones

Treasurer

ARTICLE VII. PROPERTY, FUNDS AND INCOME

No part of the revenues or assets of the corporation shall inure to the benefit or be distributable to its members, directors, 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 herein set forth.

ARTICLE VIII. POLITICAL ACTIVITY

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.

ARTICLE IX. BY-LAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws. The method for election of the Corporation's Board of Directors and officers of the Corporation shall be as stated in the Corporation's Bylaws.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to i) by majority vote of the entire Board of Directors of the corporation at any regular or special meeting, or ii) subject to ratification by the Board of Directors of the corporation, by majority vote of the entire Board of Directors of the corporation at any regular or special meeting; provided that written notice of the proposed amendment or addition shall have been given to every member of the Board of Directors at least fifteen days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same matter.

ARTICLE XI. DISSOLUTION

The Board of Directors of the corporation, by two-thirds vote of all of the directors may dissolve the corporation.

ARTICLE XII. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the corporation, all of its assets and properties then on hand, after payment of the corporation's lawful debts, if any, shall at the direction of the Board of Directors of the corporation be distributed to The University of Miami, a not-for-profit Florida corporation, and specifically to its Department of Dermatology and Cutaneous Surgery, for skin cancer reasearch, provided, however, that should this organization be not then in existence, or in the event it does not then qualify as an exempt organization under Section 501(c)(3) of the Code as the same may be amended, the said assets and properties of the corporation shall, at the direction of the Board of Directors of the corporation be distributed to a not-for-profit corporation that qualifies as an exempt organization under Section 501 (c) (3) of the Code.

ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any director or officer made a party to any action, suit or proceeding 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 of or an officer of the corporation, or a trustee or director or officer of any other corporation which he serves as such at the request of the corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him at trial or in connection with an appeal therein, except in relation to matters as to which such director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

The corporation shall indemnify any director or officer made a party to any action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such director for an act

alleged to have been committed by such director or officer in his capacity as director or as an officer of the corporation, or in the capacity of a trustee, director or officer of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including, but not limited to, attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director 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 ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any director 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 ground for belief that such action was unlawful.

ARTICLE XIV - INCORPORATORS


We, the undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a not-for-profit corporation under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set our hands and seals at Miami, Florida, this 31~~st~~ day of January, 1998.



Mary J. Mills

Address:

13007 S.W. 87 Avenue
Miami, Florida 33156



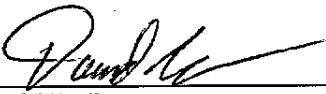
Mark D. Mills

13007 S.W. 87 Avenue
Miami, Florida 33156



Clarke J. Jones, Jr.

13007 S.W. 87 Avenue
Miami, Florida 33156



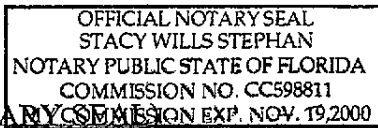
David L. Jones


13007 S.W. 87 Avenue
Miami, Florida 33156

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Mary J. Mills, to me well known and known by me to be the person described in and who executed these articles of incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 31st day of January, 1998.

(NOTARY SEAL)

OFFICIAL NOTARY SEAL
STACY WILLS STEPHAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC598811
MY COMMISSION EXP. NOV. 19, 2000

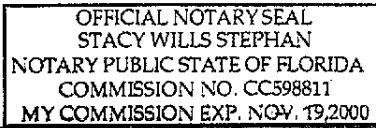


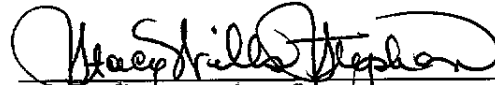
Name: Stacy Wills Stephan
Notary Public, State of Florida
My Commission Expires: 11-19-00

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Mark D. Mills, to me well known and known by me to be the person described in and who executed these articles of incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 31st day of January, 1998.

(NOTARY SEAL)

OFFICIAL NOTARY SEAL
STACY WILLS STEPHAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC598811
MY COMMISSION EXP. NOV. 19, 2000

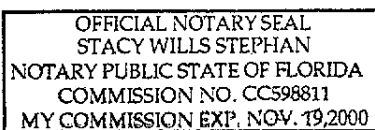


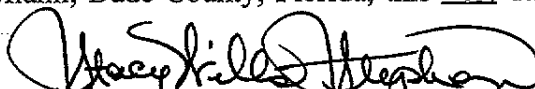
Name: Stacy Wills Stephan
Notary Public, State of Florida
My Commission Expires: 11-19-00

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Clarke J. Jones, Jr., to me well known and known by me to be the person described in and who executed these articles of incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 31st day of January, 1998.

(NOTARY SEAL)

OFFICIAL NOTARY SEAL
STACY WILLS STEPHAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC598811
MY COMMISSION EXP. NOV. 19, 2000



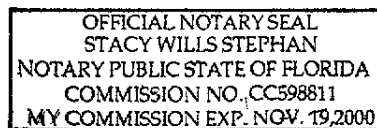
Name: Stacy Wills Stephan
Notary Public, State of Florida
My Commission Expires: 11-19-00

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, David L. Jones, to me well known and known by me to be the person described in and who executed these articles of incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 31st day of January, 1998.

(NOTARY SEAL)



Stacy Wills Stephan
Name: Stacy Wills Stephan
Notary Public, State of Florida
My Commission Expires: 11-19-00

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CLARKE JONES MEMORIAL FISHING TOURNAMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida, has named William M. Tuttle, II, Esq., located at 169 East Flagler Street, Suite 1700, Miami, Dade County, Florida, 33131 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

William M. Tuttle II

William M. Tuttle, II, Esq.

FILED
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98 FEB 16 PM 2:38