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DIVISION OF CORPORATIONS
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PLEASE REPLY TO:

Lake Wales
April 17, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600002493346--1
-04/20/98--01045--002
***122.50 ***122.50

Re: Monster Bass Association, Inc.
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named Florida corporation.

Also enclosed is this firm's check, in the amount of \$122.50, representing payment of the following fees: file Articles - \$35.00, registered agent fee - \$35.00 and certified copy fee - \$52.50.

Upon approval and filing of these articles, certificate and affidavit, please furnish certified copies to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,


Keith H. Wadsworth

/ap
Enclosures

4-20
WS

**ARTICLES OF INCORPORATION
OF
MONSTER BASS ASSOCIATION, INC.
(a nonprofit corporation)**

I, the undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the corporation is **MONSTER BASS ASSOCIATION, INC.** The principal office and the mailing address of this corporation is 20681 Hwy 60 East, Lake Wales, FL 33853.

**ARTICLE II
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For the advancement of fish, fishermen, and the sport of fishing within Florida and the United States.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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ARTICLE V
AUTHORIZED CAPITAL STOCK DIVIDENDS

A. This corporation shall be authorized to issue Ten Thousand (10,000) shares of stock having a par value of \$1.00 each.

B. All stock certificates issued by the corporation shall contain a statement on the face thereof that this is a nonprofit corporation and a description of any preferential rights of stockholders. If such shares are restricted as to their sale or purchase, the stock certificates shall bear a legend stating that such shares are restricted in the manner described in the Bylaws or any agreement between the shareholders, and that a copy of such bylaws or agreement shall be provided to all stockholders.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) person. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by action, duly approved, by the Board of Directors, but shall never be less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all time thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such time or place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

John H. Carlisle	William J. Carlisle	Patrick A. Strickland
20681 Hwy 60 East	20681 Hwy 60 East	501 S. Faulkenburg Rd., E4
Lake Wales, FL 33853	Lake Wales, FL 33853	Tampa, FL 33619

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	-	John H. Carlisle
Vice President	-	John H. Carlisle
Secretary	-	John H. Carlisle
Treasurer	-	John H. Carlisle

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, 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 set forth in Article IV hereof.

B. 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 any candidate for public office.

C. 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X
SUBSCRIBERS

The name and residence address of the subscriber of this corporation is as follow:

John H. Carlisle
20681 Hwy 60 East
Lake Wales, FL 33853

ARTICLE XI
AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the embers of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

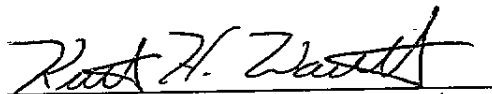
The address of the corporation's registered office shall be 20681 Hwy 60 East, Lake Wales, FL 33853 and the name of its registered agent at said address shall be John H. Carlisle.

ARTICLE XIV
AMENDMENT OF ARTICLES

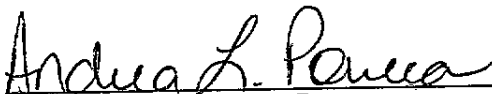
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 17th day of April, 1998.

Signed, sealed and delivered
in the presence of:


Print Name: Keith H. Wadsworth

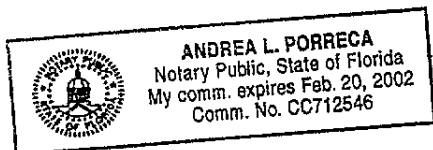

JOHN H. CARLISLE
as incorporator

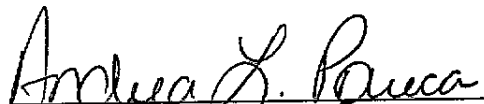

Print Name: Andrea L. Porreca

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 17th day of April, 1998, by **JOHN H. CARLISLE**, who is personally known to me or who has produced a drivers license as identification.




Notary Name: Andrea L. Porreca
State of Florida
My Commission Expires: 2/20/02

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: April 17, 1998


JOHN H. CARLISLE

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