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WILLIAM L. ZVARA, P.A.  
ATTORNEY AT LAW

4810 ARAPAHOE AVENUE  
P.O. Box 49  
JACKSONVILLE, FLORIDA 32210

TEL (904) 387-2266  
FAX (904) 387-9212

WEB <http://www.wlz.com>  
E-MAIL [wzvara@wlz.com](mailto:wzvara@wlz.com)

June 2, 1998

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

100002546011--3  
-06/03/98--01058--013  
\*\*\*\*140.00 \*\*\*\*\*61.25  
100002546011--3  
-06/03/98--01058--014  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

Re: Articles of Incorporation & Certificate of Registered Agent for:  
CAPFA CAPITAL CORP. 1998B (Not For Profit Corporation)  
WORLDWIDE CAPITAL FINANCE CORP. (Profit Corporation)


Dear sir / madame:

Enclosed please find original Articles of Incorporation for each of the two captioned corporations. Please stamp and return the enclosed conformed copies. Also enclosed please find my check for the filing fees of \$140.00 for filing the Articles.

The filing and return of conformed copies is URGENT. Please call if you have any questions. Thank you.

Also please provide a certificate of status for each corporation. A check for \$17.50 is enclosed.

Very truly yours,

  
William L. Zvara

Enclosures

WLZ/Z092/Ltr98-06-02

FILED  
08 JUN -3 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-4-98

**ARTICLES OF INCORPORATION**

**of**

**CAPFA CAPITAL CORP. 1998B**

**(A Corporation Not For Profit)**

FILED  
98 JUN -3 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PREAMBLE**

Pursuant to the Florida Not For Profit Corporation Act, the undersigned incorporator hereby forms a corporation not for profit and files with the Secretary of State of the State of Florida these Articles of Incorporation of CAPFA CAPITAL CORP. 1998B, a corporation not for profit formed under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is CAPFA CAPITAL CORP. 1998B

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of this corporation shall be located at 99 Riverside Drive, Moore Haven, Florida 33471.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to serve as an Instrumentality of the City of Moore Haven, Florida, under and pursuant to Ordinance No. 214 enacted by the City on September 23, 1993, as amended by Ordinance No. 245 enacted by the City on May 26, 1998, as further amended from time to time, and to further other public municipal purposes enumerated in the By-Laws of this corporation; and to that end to adopt and establish By-Laws, and make all rules and regulations deemed necessary for the management of its affairs, in accordance with law and not inconsistent with these Articles of Incorporation, to take, manage, hold, mortgage, lease and dispose of the property, real and personal, of said corporation, to acquire and convey title to such property, to defend title to such property, and to manage, invest and spend funds entrusted to it for such purposes.

## **ARTICLE IV**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 4810 Arapahoe Avenue, Jacksonville, Florida 32210 and the initial registered agent of this corporation at that address is William L. Zvara.

## **ARTICLE V**

### **INITIAL BOARD OF DIRECTORS**

The Board of Directors of this corporation shall be composed of the governing body of the City of Moore Haven, Florida acting ex-officio as the Board of Directors, and shall have five (5) Directors initially. The method of election of the Board of Directors shall be regulated, and the Board of Directors may be increased or decreased from time to time, as provided in the By-Laws, provided that there shall never be less than the minimum number of Directors as required by law. The name and street address of each initial Director of this corporation who shall serve until a successor is duly elected and qualified is:

<b>Name:</b>	<b>Address:</b>
John R. Ahern	357 Avenue L Moore Haven, Florida 33471
James M. Sills	399 Avenue N Moore Haven, Florida 33471
Harry H. Ogletree	256 Avenue K Moore Haven, Florida 33471
R.G. Harris	300 Avenue K and Third Street Moore Haven, Florida 33471
E.W. Winiecke	6699 Riverside Drive Moore Haven, Florida 33471

## **ARTICLE VI**

### **QUALIFICATION OF MEMBERS**

The sole member of this corporation shall be the governing body of the City of Moore Haven, Florida, as shall be regulated by the By-Laws.

## **ARTICLE VII**

### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VIII**

### **MANAGEMENT**

The affairs of this corporation shall be managed by the Board of Directors in accordance with the By-Laws. The officers of this corporation shall be a president, a secretary, a treasurer, and such other officers as may be provided in the By-Laws. The officers shall be elected or appointed at least annually by the Board of Directors in accordance with the By-Laws.

## **ARTICLE IX**

### **BY-LAWS**

The Board of Directors may provide such By-Laws for the conduct of its business and carrying out of its purposes as may be necessary from time to time. The By-Laws may be amended, restated, altered or rescinded by a majority vote of the Board of Directors present at any regular meeting or any special meeting called for that purpose at which a quorum is present.

## **ARTICLE X**

### **AMENDMENTS**

These Articles of Incorporation may be amended at any meeting of the Board of Directors called for the purpose of considering amendments to the Articles of Incorporation, and such amendments shall become effective upon a majority vote of the Directors present at any regular or special meeting at which a quorum is present.

## **ARTICLE XI**

### **NOT FOR PROFIT STATUS**

(A) This corporation is organized exclusively for public municipal purposes as established in the Ordinance described in the purpose clause hereof, including the making of distributions for any public municipal purpose to the City of Moore Haven, Florida, its capital projects finance authority or organizations that qualify as a public agency under such Ordinance and which are exempt from federal income tax under section 115 of the Internal Revenue Code, or corresponding section of any future federal tax code. (B) No part of the net earnings of this corporation shall inure to the benefit of, or be distributed

to, its 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 distributions for public municipal purposes as described herein. (C) Upon the dissolution of this corporation, all assets of this corporation remaining after payment of all costs and expenses of such dissolution shall be distributed to the City of Moore Haven, Florida, for any public municipal purpose.

## ARTICLE XII

### INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

**Name:**

**Address:**

William L. Zvara

4810 Arapahoe Avenue  
Jacksonville, Florida 32210

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of June, 1998.

*Wm. L. Zvara*

William L. Zvara

**STATE OF FLORIDA**

**COUNTY OF DUVAL**

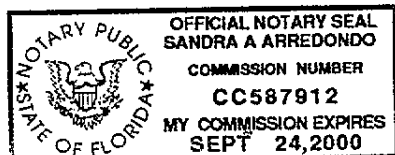
The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of June, 1998 by William L. Zvara as incorporator.

☒ Personally known, OR

☐ Produced identification; Type of identification produced \_\_\_\_\_

(NOTARY SEAL)

*Sandra A. Arredondo*  
NOTARY PUBLIC



## CERTIFICATE OF REGISTERED AGENT

The undersigned, William L. Zvara, having been named registered agent and designated to accept service of process for CAPFA CAPITAL CORP. 1998B, at the registered office for said corporation at 4810 Arapahoe Avenue, Jacksonville, Florida 32210, is familiar with and hereby accepts the appointment as registered agent for said corporation, and hereby accepts the obligations of that position, all pursuant to Section 617.0501, Florida Statutes.

June 2<sup>nd</sup>, 1998

A handwritten signature in cursive script, reading "Wm. L. Zvara", followed by a horizontal line.

William L. Zvara

FILED  
98 JUN -3 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA