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REFERENCE : 963589 80749B

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 3:48

ORDER DATE : September 16, 1998

ORDER TIME : 11:36 AM

ORDER NO. : 963589-005

CUSTOMER NO: 80749B

700002641257--0

CUSTOMER: Scott R. Lilly, ESQ
FARR FARR EMERICH SIFRIT
HACKETT AND CARR P A

115 West Olympia Avenue
Punta Gorda, FL 33950

DOMESTIC FILING

NAME: THE JAYCEES OF CHARLOTTE
COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

RECEIVED
98 SEP 16 PM 2:00
DIVISION OF CORPORATION

JP 9/16/98

ARTICLES OF INCORPORATION
of
THE JAYCEES OF CHARLOTTE COUNTY, INC.

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We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and we do make and subscribe the following Articles of Incorporation:

ARTICLE ONE

NAME AND ADDRESS

The name of this corporation shall be **The Jaycees of Charlotte County, Inc.**

The address of the initial principal office of this corporation is: 115 West Olympia Avenue, Punta Gorda, FL 33950; and its mailing address is: PO Box 8053, Port Charlotte, FL 33949.

ARTICLE TWO

PURPOSE

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes (1997).

(a) This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) This corporation shall have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes, (1997), provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraph (a) of this Article Two. Additionally, this corporation shall have the power to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or

political subdivision as may be necessary or desirable to promote the primary purpose of this corporation.

(c) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended.

(d) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation.

(e) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(f) The corporation shall not engage in any act of self dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) The corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE THREE

REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office and the street address for the initial registered office of the corporation is as follows: 115 West Olympia Avenue, Punta Gorda, FL 33950 and the name of its initial registered agent at such address is: Scott Lilly.

ARTICLE FOUR

TERM OF CORPORATION

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

ARTICLE FIVE

QUALIFICATIONS OF MEMBERS

The qualifications of members and the manner of admitting members shall be as follows: Each individual or legal entity who is nominated by a member and who is accepted for membership by an admissions committee, appointed for that purpose by the President, shall upon the payment of dues as provided for in the Bylaws of this corporation be a member for the calendar year in which the contribution was made and succeeding years upon the payment of membership dues as provided for in the Bylaws of the corporation. Each member of the corporation shall be entitled to one vote at all membership meetings. The Bylaws may provide for honorary membership for individuals who do not qualify for membership in the corporation but who are deemed worthy of such office by the Board of Directors who are authorized to appoint honorary members.

ARTICLE SIX

SUBSCRIBERS TO CORPORATION

The names and residences of the subscribers to these Articles of Incorporation who are the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Dwyer	1881 W Marion Avenue Punta Gorda, FL 33950
Scott R. Lilly	513 W Marion Avenue Punta Gorda, FL 33950

ARTICLE SEVEN

BOARD OF DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors comprised of not less than three individual members of the corporation and they shall be elected by the members at the annual meeting of the corporation, the number of directors and the time and place of the election of directors to be fixed and established in the Bylaws of the corporation from time to time. The Board of Directors annually shall elect from among the membership of said Board a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be established and provided for in the Bylaws.

ARTICLE EIGHT

ELECTION OF EXECUTIVE COMMITTEE

The Board of Directors shall have authority to elect from among its membership an executive committee, the number of members of which shall be prescribed in the Bylaws, and which shall, to the extent provided by the Bylaws, transact the business of the corporation between meetings of the Board of Directors.

ARTICLE NINE

NAMES OF OFFICERS

The names of the officers who shall serve until the first election pursuant to these Articles of Incorporation are the following:

President	Robert Dwyer
Vice President of Membership	Victor Santiago
Vice President of Community Development	Scott Lilly
Vice President of Management	Cynthia Desquin
Secretary	Kristine Ingels
Treasurer	Kristine Ingels

ARTICLE TEN

NUMBER CONSTITUTING THE FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be five, and the names and residences of the persons who shall serve as directors until the first election hereunder are the following:

<u>NAME</u>	<u>ADDRESS</u>
Robert Dwyer	1881 W Marion Avenue Punta Gorda, FL 33950
Victor Santiago	201 Robina Street Port Charlotte, FL 33954
Kristine Ingels	27359 Deep Creek Blvd. Punta Gorda, FL 33983
Scott Lilly	513 W Marion Avenue Punta Gorda, FL 33950
Eric Loche	3456 Audette Street Port Charlotte, FL 33948

ARTICLE ELEVEN

BYLAWS

The Board of Directors shall have the power to make, adopt, alter, amend and rescind the Bylaws of the corporation.

ARTICLE TWELVE

AMENDMENTS

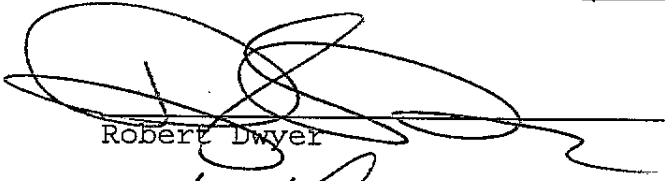
The Board of Directors of this corporation have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.

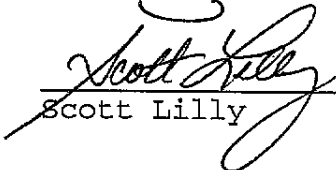
ARTICLE THIRTEEN

DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable and/or scientific purposes and which has established its tax-exempt status under Section 501, Subdivision (c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefor by any one of the last Board of Directors.

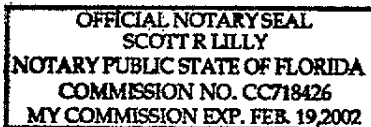
We, the undersigned, constituting the incorporators of this corporation, and including all the persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 14th day of September, 1998.


Robert Dwyer


Scott Lilly

[ACKNOWLEDGMENT]
STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 15th day of September, 1998 by Robert Dwyer, who is personally known to me or who has produced _____ as identification.



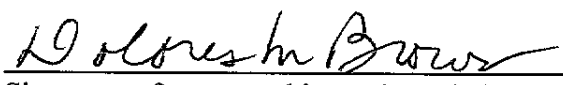

Signature of person taking acknowledgment

SCOTT R. LILLY
Name typed, printed or stamped

2-19-02
Commission Expiration

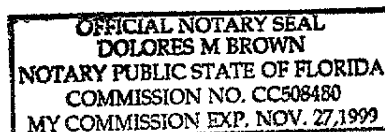
[ACKNOWLEDGMENT]
STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 14 day of Sept, 1998 by SCOTT R. LILLY, who is personally known to me or who has produced _____ as identification.


Signature of person taking acknowledgment

DOLORES M. BROWN
Name typed, printed or stamped

Commission Expiration



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 3:48

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **The Jaycees of Charlotte County, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

Scott Lilly

located at Punta Gorda, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

The Jaycees of Charlotte County, Inc.

By: _____

Robert Dwyer, President

ACCEPTANCE

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

Scott Lilly

Registered Agent