

STEVEN P. KUSHNER, P.A.
ATTORNEY AT LAW
THE TIDEWATER BUILDING
1375 JACKSON STREET, SUITE 202
FORT MYERS, FLORIDA 33901
TELEPHONE (813) 337-0000
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N 99000001267

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation
Manatee Resource Management, Inc.

300001947533-1
-09/16/96-01020-014
****122.50 ****122.50

Gentlemen:

Enclosed herewith please find two originally executed Articles of Incorporation for *MANATEE RESOURCE MANAGEMENT, INC.*, together with my check in the amount of \$122.50, representing the filing fee. If you have any questions or require additional information, please feel free to call me.

Very truly yours,



Steven P. Kushner
Attorney at Law

SPK/cal

Enclosures



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 13 PM 4:45

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 1999

DAVID L. TINDER
1375 JACKSON STREET, STE. 202
FT. MYERS, FL 33901

SUBJECT: MANATEE RESOURCE MANAGEMENT, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P96000076932) corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N99000001267 with the original file date of September 13, 1996.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Sharon Davis
Document Specialist Supervisor
New Filings Section

Letter number: 199A00009294

ARTICLES OF INCORPORATION
OF
MANATEE RESOURCE MANAGEMENT, INC.

96 SEP 13 PM 4:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Pursuant to Section 617.02011, Florida Statutes, (1991), these Articles of Incorporation are created by David L. Tinder for the purposes set forth below.

ARTICLE I

NAME: The name of this corporation is MANATEE RESOURCE MANAGEMENT, INC.

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation is located at 2262 Marina Park Drive, Fort Myers, Florida 33905.

ARTICLE III

PURPOSE: This Corporation will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a nonprofit corporation formed for the purpose of operating a public park, with the objective of providing, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, educational and recreational opportunities to the public in environmental, ecological, or historical resource areas with emphasis on conservation, preservation, education, entertainment, and research.

ARTICLE IV

POWERS: The Corporation shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of in management and oversight services to operatives as above stated, including but not limited to the power to:

- (1) Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real and personal property in connection with the affairs of the corporation;
- (2) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (3) Dedicate, sell or transfer all or any part of the property to any municipality, public agency, authority or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless at least two-thirds (2/3) of the voting interest consent to such dedication, sale or transfer;

- (4) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes;
- (5) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3) of the interests of the Corporation;
- (6) Contract, sue or be sued with respect to the exercise or non exercise of its powers and duties.
- (7) Adopt, alter, amend, and rescind reasonable rules and regulations.
- (8) Exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

ARTICLE V

TERM: The term of the Corporation shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Corporation may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or upon petition of one-fourth (1/4th) of the voting interest, and shall be submitted to a vote of the members.
- (B) **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests present and voting at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Corporation, and that the notice contains the text of the proposed amendment.
- (C) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State, State of Florida.

ARTICLE VIII

MEMBERSHIP: Membership shall be available to all natural persons, and to organizations, associations, and business type entities. Membership status shall not accord any voting rights in management decisions. Annual membership fees, if any, shall be determined, from year to year, by the Board of Directors.

ARTICLE IX

DIRECTORS AND OFFICERS:

- (A) The affairs of the Corporation will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board.

ARTICLE X

INITIAL DIRECTORS:

The initial Directors of the Corporation shall be:

<u>Name</u>	<u>Address</u>
TYLER R. GILMER	19219 Pine Glen Drive, Fort Myers, Florida 33902
JOHNNY W. PRICE	2256 Marina Park Drive Fort Myers, Florida 33905
DOROTHY L. PRICE	2256 Marina Park Drive Fort Myers, Florida 33905

ARTICLE XI

INITIAL DIRECTORS:

The initial Directors of the Corporation shall be:

<u>Name</u>	
DAVID L. TINDER	President
DR. DIETER RUEDI	Vice President
VICKY S. TINDER	Secretary
CATHY L. PRICE	Treasurer

ARTICLE XII

INITIAL REGISTERED AGENT:

The initial registered office of the Corporation shall be:

1375 Jackson Street, Suite 202
Fort Myers, Florida 33901

The initial registered agent at said address shall be:

STEVEN P. KUSHNER

ACCEPTANCE OF REGISTERED AGENT:

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


STEVEN P. KUSHNER, REGISTERED AGENT

ARTICLE XIII

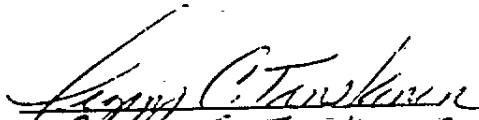
INDEMNIFICATION: To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

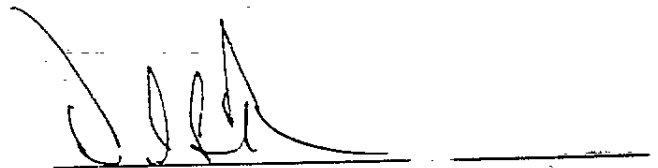
- (A) Willful misconduct or a conscious disregard for the best interest of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Corporation.


In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE the Incorporator has caused these presents to be executed this 9 day of SEPT, 1996.

Witnesses:

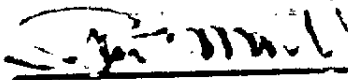

PEGGY C. TANSKA
(Type or print name)


David L. Tinder


RICHARD FITZELL
(Type or print name)

STATE OF MICHIGAN
COUNTY OF Keweenaw

The foregoing instrument was acknowledged before me this 31st day of Sept, 1996, by David L. Tinder, Incorporator of the Articles of Incorporation. He is personally known to me and did take an oath.



Notary Public
Name: Russell H. Hill
Certificate No. or
Serial No. _____

(SEAL)

My Commission Expires:

Handwritten:
Notary Public, Keweenaw County MI
My Commission Expires Jan. 9, 2001

FILED
96 SEP 13 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA