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Holland & Knight LLP	
Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	425-5686

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Save Fisher Island Committee, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/> Profit	
<input checked="" type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/ Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

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OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	

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*6/8/99*  
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ARTICLES OF INCORPORATION  
OF  
SAVE FISHER ISLAND COMMITTEE, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Save Fisher Island, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(4) of the Internal Revenue Code of 1986<sup>1</sup>, submits the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation ("Corporation") shall be:

SAVE FISHER ISLAND COMMITTEE, INC.

ARTICLE II

INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the Corporation shall be:

c/o Jorge E. Reynardus  
Holland & Knight LLP  
701 Brickell Avenue - Suite 3000  
Miami, Florida 33131

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

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<sup>1</sup> Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

#### ARTICLE IV

##### PURPOSES

The Corporation is organized and shall be operated exclusively as a nonprofit social welfare organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986. In furtherance of such purposes, the Corporation shall be authorized:

(a) To promote, support, and engage in activities carried on for the common good and general welfare of the community of Fisher Island, Florida, by the direct conduct of activities for the purpose of promoting civic betterments and social improvements in that community, and by making grants and expenditures to help accomplish those purposes.

(b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes set forth.

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.

(d) To establish an office and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out the programs and activities of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use a corporation seal.

(j) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(4) and to the other limitations provided in these Articles of Incorporation.

## ARTICLE V

### MEMBERSHIP

The Corporation shall not have members.

## ARTICLE VI

### DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three) shall be as provided in the bylaws.

The names and addresses of the initial directors are as follows:

NAME	ADDRESS
Isidore Pines	7272 Fisher Island Drive Fisher Island, Florida 33109
Maxine Pines	7272 Fisher Island Drive Fisher Island, Florida 33109
Todd Pines	7272 Fisher Island Drive Fisher Island, Florida 33109

The terms for which the directors shall serve, and the method of election of directors, shall be as stated in the bylaws.

#### ARTICLE VII

##### DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation for services as a director. An officer of the Corporation shall not receive compensation for services as an officer. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws. These prohibitions shall not preclude payment of reasonable compensation to a director, officer, or duly appointed committee member for services rendered to the Corporation in any other capacity.

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, or between the Corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer, or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. Such interested director or directors, officer or officers shall be counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE VIII

### NONPROFIT LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes, or by Section 501(c)(4) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to the Corporation, and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's exempt purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(4) of the Internal Revenue Code.

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.

## ARTICLE IX

### DISPOSITION OF ASSETS

A. Return of Excess Contributions. If the Board of Directors determines that the contributions (or some portion thereof) received by the Corporation within the current taxable year are not needed to accomplish the exempt purpose of the corporation, or that the corporation does not expect or intend to use such contributions (or some portion thereof) for those purposes, the Board of Directors may in its discretion cause the Corporation to return some or all of the unexpended or unneeded portion of the current year's contributions to the persons or entities who provided such contributions, on a pro rata basis.

B. In Event of Dissolution. Although the duration of the Corporation is intended to be perpetual, in the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing such assets exclusively for purposes compatible with those of the Corporation, among one or more corporations, trusts or foundations that are exempt under Section 501(c)(3) or Section 501(c)(4) as are engaged in activities of the type described in Article IV above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X

AMENDMENTS TO BYLAWS


The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

ARTICLE XI

REGISTERED AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131. The name of the initial registered agent of the corporation at that address, who is authorized to receive service of process, is Intrastate Registered Agent Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 7th day of June, 1999.

  
\_\_\_\_\_  
Jorge E. Reynardus, Incorporator  
701 Brickell Avenue - Suite 3000  
Miami, Florida 33131



ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

WITNESSETH:


That Save Fisher Island Committee, Inc., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated, this 7th day of June, 1999.

INTRASTATE REGISTERED AGENT CORPORATION

By:   
Name: Steven H. Hagen  
Title: Vice President

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