
ARTICLES OF INCORPORATION

FOR

CYPRESS CHAPTER, INC.

OF

THE IZAAK WALTON LEAGUE OF AMERICA

LOCATED

IN

COLLIER COUNTY

STATE OF FLORIDA

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CYPRESS CHAPTER, INC.
OF
THE IZAAK WALTON LEAGUE OF AMERICA

ARTICLE I - NAME

The name of this corporation shall be the CYPRESS CHAPTER, INC. OF THE IZAAK WALTON LEAGUE OF AMERICA, a corporation for profit organized under the corporation laws of the State of Florida and to exist in perpetuity.

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DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

The purpose of this corporation not for profit is:

1. To conserve, maintain, protect and restore the natural resources of the State of Florida and of the United States of America including particularly, but not exclusively, forest soil, waters and wildlife.
2. To promote means and opportunities for the education of the public with respect to such resources and the enjoyment and wholesome utilization thereof.

ARTICLE III - COORDINATION

The CYPRESS CHAPTER, INC. organized as a corporation not for profit, shall be a local subdivision of the National Organization known as THE IZAAK WALTON LEAGUE OF AMERICA and hereinafter called the League. The Articles of Incorporation and Bylaws of this corporation shall at all times in principle and purpose be in strict accordance with the National Constitution and Bylaws of the League. In the event of inconsistencies between the Articles of Incorporation of this corporation and the Constitution and Bylaws of the League, the latter shall take precedence provided that there is no conflict with the Laws of the State of Florida which shall govern as a matter of law in the event of any such conflict.

ARTICLE IV - POWERS

This corporation shall have the power to perform such acts as may be necessary and proper to carry out its corporate purpose and to exercise any and all of the powers granted a corporation not for profit by the Laws of the State of Florida.

ARTICLE V - MEMBERSHIP

Any person of good character, vouched for by two members of the League in good standing, who complies with the admission requirements of the League, shall be eligible for membership in this corporation and in the League. Admittance into the membership of this corporation and into the League shall be at the discretion of the Board of Directors and by majority vote of the Board of Directors present at a board meeting.

ARTICLE VI - DISSOLUTION

In the event that this corporation becomes inactive or ceases to operate and function as a chapter of the League and its charter has been revoked, it shall be dissolved in accordance with the Laws of the State of Florida governing the dissolution of corporations not for profit and all of the corporate assets shall be applied and distributed as follows:

1. All liabilities and obligations shall be paid and satisfactorily discharged.
2. All assets held by the corporation upon condition requiring return or transfer upon dissolution shall be returned in accordance with such requirements.
3. No part of the assets of this corporation shall inure to the benefit of any member, officer or director of the corporation.
4. The remaining assets shall be transferred or conveyed to the State Division of the League, or, if such division does not exist, then to the National Office of the League .

ARTICLE VII - BOARD OF DIRECTORS

1. The management of this corporation shall be vested in a Board of Directors consisting of seven members.
2. The Board of Directors shall be elected by the members of this corporation and shall hold office for one year and until their respective successors are elected and shall have been qualified. The directors shall be elected at such times so that they may commence their term of office on September 1 following such election. Nominations for all directors shall be made by the close of the regular meeting of members in April. The election shall be held at the regular meeting in May. Procedures and methods for nomination and election shall be prescribed by the Bylaws of the corporation.

3. In case of any vacancy among the directors for any reason, the remaining directors, by vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term.

4. A majority of the Board of Directors shall constitute a quorum for the purpose of transacting the business of the corporation.

ARTICLE VIII - OFFICERS

1. The officers shall be a President, a First Vice-President, a Second Vice-President, a Corresponding and Recording Secretary, a Membership Secretary and Treasurer, and such others as the Board of Directors shall from time to time determine. The above five officers shall constitute five of seven members of the Board of Directors.

2. The duties of the officers shall be prescribed by the Bylaws of the corporation.

3. Officers shall be elected at such times to permit commencement of their term of office on September 1 following such election. Nominations for all officers shall be made by the close of the regular meeting of members in April. The election shall be held at regular meeting in May. Procedures and methods for nomination and election shall be prescribed by the Bylaws of the corporation.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

Any member of the corporation in good standing may propose an amendment to the Articles of Incorporation by submitting it in writing to the Board of Directors. The Board of Directors shall submit the proposed amendment to the membership for consideration at the first regular meeting thereafter or at a special meeting called for that purpose provided that a written notice setting forth the proposed amendment has been mailed to each member at least one week before such meeting. The Board of Directors may, in its discretion, by majority vote indicate its approval, disapproval or no comment of the proposed amendment. At the meeting, regular or special, the Articles of Incorporation may be amended by two-thirds vote of the total authorized vote thereat.

ARTICLE X - BYLAWS

The Bylaws of this corporation shall be made, approved, altered, amended or repealed at any regular meeting of the members, or at a special meeting called for that purpose, by a majority vote of the total authorized vote thereat. Any member of the corporation in good standing may submit a proposed amendment in writing to the Board of Directors who shall act upon it and bring it before the membership for their consideration in the same manner as required for the amendment of the Articles of Incorporation in Article IX.

ARTICLE XI - THE FIRST BOARD OF DIRECTORS AND FIRST OFFICERS

The first Board of Directors shall consist of seven members. The following named persons shall serve as the first Board of Directors and as the first Officers until the first election:

NAME	ADDRESS
1. <u>Charles G. Garrett</u> President	2130 Tarpon Road Naples, Florida 33940
2. <u>Mrs. C. Gordon Olson</u> First Vice-President & Membership Secretary & Treasurer.	Apt. 302, 1065 Gulf Shore Blvd Naples, Florida 33940
3. <u>Harry Cunningham</u> Second Vice-President	1171 Crayton Road Naples, Florida 33940
4. <u>Mrs. Viola Barclay</u> Corresponding & Recording Secretary	239 Bayview Ave Naples, Florida 33940
5. <u>Mrs. Ruth Van Doren</u>	3205 Crayton Road Naples, Florida 33940
6. <u>Mrs. Eugene Turner</u>	5288 Sand Dollar Lane Naples, Florida 33940
7. <u>Dr. Gary Schmelz</u>	1224 Hilltop Drive Naples, Florida 33940

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF
CYPRESS CHAPTER, INC. OF THE IZAAK WALTON LEAGUE OF AMERICA

FILED
OCT 5 1 54 PM '76
TALLAHASSEE, FLORIDA

We, the undersigned, President and Secretary, respectively, of Cypress Chapter, Inc., a corporation organized under the laws of the State of Florida and located in the City of Naples, Florida, hereby certify:

1. The name of the corporation is Cypress Chapter, Inc., of the Izaak Walton League of America.
2. The Articles of Incorporation is amended by the following resolution adopted by both the Board of Directors and the members of the corporation.
 - (1) Resolved, that the Articles of Incorporation shall be amended by adding a second paragraph to Article IV-Powers to read as follows:

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) 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) a corporations contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.
 - (2) Resolved, that the Articles of Incorporation shall be amended by adding a Section 5 to Article VI-Dissolution to read:

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.
 - (3) The above resolutions were adopted by the Board of Directors and by the membership unanimously.

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Signed and dated at Naples, Florida, this 30 day of September, 1976.

Charles J. Garrett
President

Anna M. M... Lila J. Barclay
Notary Public Secretary

Expiration Date: My Commission Expires February 28, 1977

NOTARY PUBLIC, State of Florida at Large
My Commission Expires February 28, 1977
BANKERS TRUST AUTO-OWNERS INS. CO.

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