

STATE OF FLORIDA

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

GATOR SNOW SKI CLUB, INC.

filed in this office on the 24th day of January
19 77.

Charter Number: 737886



GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
24th day of January
19 77 .

Bruce C. Smith

SECRETARY OF STATE

ARTICLES OF INCORPORATION

GATOR SNOW SKI CLUB, INC.

FILED
JAN 24 8 40 AM '77
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

1.0 The name of this Corporation shall be GATOR SNOW SKI CLUB, INC. (hereinafter abbreviated and referred to as "GSSC, INC.").

ARTICLE TWO

TERM OF CORPORATION

2.0 The term for which GSSC, INC. is to exist shall be perpetual.

ARTICLE THREE

OBJECTS

3.0 The purpose for which the corporation is formed is to engage only in educational and charitable activities within the provisions of Title 26 of the Internal Revenue Code of December, 1971, or as this section may be subsequently amended. To accomplish this exclusive purpose, the Association may engage in the following:

- (1) Establish, administer and promote an educational program devoted to the development and training of skiers as a means of healthful recreation and physical fitness.
- (2) Establish, administer and promote an educational program devoted to the development and training of the individual in recreational skiing and ski safety through instruction, lectures and promotional campaigns of all manners or types.
- (3) To help promote a general interest in skiing by association with other clubs and organizations in the United States.
- (4) Acquire property for these corporate purposes by grant, gift, purchase, devise or bequest, and to hold and dispose of the same subject to the limitations as are prescribed by statute.
- (5) Carry on all or any of its activities and to purchase and acquire, hold and dispose of such property, real, personal, and mixed, as may be directly needed to accomplish its

objectives, or in the conduct of its affairs in any states, districts, territories, or possessions of the United States, and in any and all foreign countries, subject to the laws of such state, district, territories, possession, or country.

- (6) Do all and everything incidental to and in furtherance of the accomplishment of the objects and purposes herein stated as principal, agent, contractor, trustee or otherwise, either alone or in association with others to the same extent and as fully as could natural persons.

ARTICLE FOUR

GOVERNMENT

4.0 The government of GSSC, INC. shall be vested in a Board of Directors, consisting of the President, First and Second Vice Presidents, Treasurer and Secretary. The Board of Directors shall act for GSSC, INC. meetings and meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Parliamentary Law, Revised. The initial Board of Directors shall serve as the governing body until the first elective meeting.

4.1 Dates of the Annual Election Meeting -- The annual elective meeting shall be held no later than June 1st of each year, at a time and place designated by the Board of Directors. The first elective meeting shall be held in April, 1976.

4.2 Voting -- No Proxies shall be allowed, and all questions except amendments to the By-Laws shall be decided by ordinary majority vote of those present and voting. Thirty percent (30%) or the number nearest that figure, of the total membership of GSSC, INC. shall constitute a quorum.

4.3 Votes by Mail -- The Board of Directors shall submit to the members any matter which in the judgment of the Board of Directors requires the decision of the members. Such vote shall be binding upon GSSC, INC. and its members if fifty percent (50%) of the members cast their vote, signed by the members prior to a date being determined by the Board of Directors, providing two-thirds of the votes received are affirmative.

4.4 Financial Votes -- Any motion involving the financial aspect of the club shall be presented at least one meeting prior to a vote and the vote shall be valid only after all active members have been notified of the motion and the date the vote is to be taken.

ARTICLE FIVE

SUBSCRIBERS - INITIAL OFFICERS

5.0 Subscribers -- The subscribers of GSSC, INC. shall be the initial officers as listed in Article 5.2.

5.1 Initial Board of Directors -- The Initial Board of Directors shall consist of the five officers listed in Article 5.2.

5.2 Initial Officers -- The Initial Officers of GSSC, INC. are:

President	Ken Green 4419 S.W. Grove St. Stuart, FLA 33494 283-0099
First Vice President	Stanley F. Zelazek 1025 Country Club Dr. N. Palm Beach, FLA 33408 626-4546
Second Vice President	Friedrich O. Soechting 92 Fairview West Tequesta, FLA 33458
Treasurer	Richard E. Brodeur 2634 Westway Riviera Beach, FLA 33404 842-4116
Secretary	Leila M. Berry 4929 Holiday Way West Palm Beach, FLA 33406 968-9138

ARTICLE SIX

OFFICERS

6.0 The members shall elect from among the membership of GSSC, INC. officers of GSSC, INC. who shall be: a President, two Vice-Presidents, a Secretary and a Treasurer. Such officers shall be entitled to one vote each at all Board of Directors meetings. The initial officers shall be appointed by the initial Board of Directors and shall serve until the first elective meeting elects new officers.

- (1) First Vice President
- (2) Second Vice President
- (3) Treasurer
- (4) Secretary

6.2 Vice-Presidents -- There shall be two Vice-Presidents. They shall be First Vice-President and Second Vice-President. The Second Vice-President shall be in charge of trip planning.

6.3 Secretary -- The Secretary shall keep Minutes of all meetings of the officers and GSSC, INC. meetings, and shall have and shall perform such other duties and have such other powers as may from time to time be delegated to him by the governing body of the Corporation. In the event it is not possible for the Secretary to attend any meeting enumerated above, it shall be the duty of the Secretary to see that someone appointed by him serves as Acting Secretary at such meeting for the taking of the Minutes, and it shall be the duty of the Secretary to obtain the original of the same from such Acting Secretary for purposes of the permanent records.

6.4 Treasurer -- The Treasurer shall receive all income due GSSC, INC., and shall make expenditures only with budget authorization of the Board of Directors. He shall secure and file complete and proper vouchers for all expenditures, and shall keep full and accurate accounts, making reports to the annual convention in such forms as to show the financial condition of GSSC, INC., and the result of the yearly operations. He shall make such other reports as the Directors from time to time shall prescribe. He may not transfer his responsibility for funds and expenditures, nor may he transfer his duty of preparing the annual financial report to be presented to GSSC, INC. The Treasurer shall be bonded when and in such amounts as the Directors shall determine. The Treasurer shall receive and account for all funds derived from fund-raising drives. An Assistant Treasurer or Treasurers may be appointed by the Board of Directors or the President, when necessary, with such duties as shall be designated at the time of the appointment.

6.5 Terms of Office -- The Terms of office of elected officers and directors shall extend from one elective meeting of GSSC, INC. to the next and until their successors have been elected and shall have qualified. All officers and directors shall be eligible for re-election.

ARTICLE SEVEN

BOARD OF DIRECTORS

7.1 Authority of Board of Directors -- The Board of Directors shall have the power to act between meetings of the GSSC, INC. and in cases of emergency, where the interests of GSSC, INC. require prompt action, but no action shall alter the By-Laws or be out of harmony with their spirit or general provisions. Each director shall be entitled to one vote at all Board of Director's meetings. The Directors shall have power to fill vacancies in offices or in the Board of Directors occurring between sessions of GSSC, INC. They may also employ other persons as may be required to properly administer the affairs of GSSC, INC.

7.2 Budget -- The Board of Directors shall be empowered to adopt a budget and authorize expenditures to conduct GSSC, INC. business. The Directors shall have power to revise the budget from time to time as may be required for the welfare of GSSC, INC. and to appropriate from available funds for necessary emergency purposes.

ARTICLE EIGHT

STANDING AND OTHER COMMITTEES

8.0 Standing and other Committees shall be appointed by the President with the approval of the Board of Directors. Membership of Committees shall consist of members of GSSC, INC.

ARTICLE NINE

DUES

9.0 Initial annual dues shall be established by the Board of Directors. Changes in the amount of annual dues shall be made in the same manner as amendments to the By-Laws as set forth in Article Seventeen. Annual dues shall be fixed for a time period coinciding with the fiscal year.

ARTICLE TEN

DEFINITIONS OF MEMBERSHIP

10.0 The initial members of GSSC, INC. shall be those individuals or families, who at the time of the adoption of these By-Laws, are members of a non-profit association know as Gator Snow Ski Club.

10.1 As used herein, the following words, groups of words, terms or phrases set forth below shall have the following definitions:

- (1) Active member: any person who has paid their annual dues.
- (2) Classes of individual memberships shall be determined from time to time by the Board of Directors. The privileges of the different types of membership shall be as determined by the Board of Directors.
- (3) An honorary member shall be one who has performed outstanding services to the Club and who shall enjoy all of the privileges of an active member.
- (4) Membership shall coincide with the fiscal year for this Corporation, as the same now exists or hereafter amended.

ARTICLE ELEVEN

PUBLICATIONS

11.0 The Board of Directors shall have the power to authorize the issuance of GSSC, INC., publications. Said publications may be a newspaper, directory, magazine, the format and exact period of issuance to be determined by the Board of Directors.

ARTICLE TWELVE

HEADQUARTERS

12.0 The offices of GSSC, INC. shall be at such place as the Board of Directors shall from time to time determine.

ARTICLE THIRTEEN

FISCAL YEAR

13.0 The fiscal year of GSSC, INC. shall extend from July 1st of one year through June 30th of the following year. No individual member shall be liable to GSSC, INC. for any assessment other than dues, or other charges as approved during regular GSSC, INC. meetings.

ARTICLE FOURTEEN

DISSOLUTION

14.0 GSSC, INC. may dissolve only by two-thirds majority approval at a special meeting of GSSC, INC. Such dissolution shall require a three-fourths vote of the Board of Directors. Notice of such intended dissolution shall be conveyed to all active members at least 30 days before the date set for the dissolution meeting. No part of the assets, income or net earning of the Corporation shall inure to the benefit of any of its members and upon dissolution such assets, income and net earnings shall be distributed only to organizations or corporations similar in purpose to this and shall be exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 or as said Section may be subsequently amended.

ARTICLE FIFTEEN

SEAL

15.0 The GSSC, INC. may have a seal or logo. The Seal shall be kept in the office of the Secretary and such person shall be its custodian.

AMENDMENTS

16.0 The By-Laws and Amendments thereto shall only be made following a motion and second and approval by two-thirds majority vote of active members present at any meeting or by mail vote as specified in Article 4.3. All active members must receive at least ten days notice of any proposed changes to GSSC, INC., By-Laws or articles of incorporation.

ARTICLE SEVENTEEN

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

17.0 The principle office of this corporation in the State of Florida is located at: 4419 SW Grove Stuart, Florida, 33494.

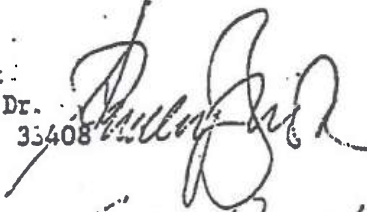
The Board of Directors may, from time to time, move the principle office to any other address in Florida.

Ken Green
4419 S.W. Grove
Stuart, FL 33494



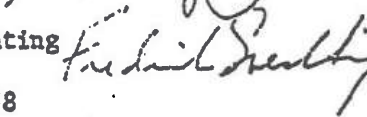
President &
Principle Agent

Stanley F. Zelazek
1025 Country Club Dr.
N. Palm Beach, FL 33408



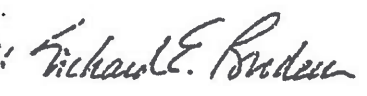
First Vice President

Friedrich O. Soechting
92 Fairview West
Tequesta, FL 33458



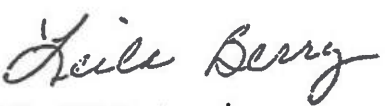
Second Vice President

Richard E. Brodeur
2634 Westway
Riviera Beach, FL 33404



Treasurer

Leila M. Berry
4929 Holiday Way
West Palm Beach, FL 33406



Secretary

The undersigned Principle Agent hereby accepts such designation.



Kenneth R. Green, Principle Agent

Pamela Okon Caccapuoti

Notary Public, State of Florida at Large
My Commission Expires July 26, 1979