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J. MICHAEL HAYGOOD
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February 7, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: A.L. Lewis Historical Society, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced.
Also enclosed is a check in the amount of \$78.75 to cover filing, registered agent
and certified copy fees.

Please file and return to me at your earliest convenience. Thank you.

Very truly yours,

HOLLAND & KNIGHT LLP

J. Michael Haygood

FILED
2000 FEB -9 PM 2: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMH:ems
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

Of

A.L. Lewis Historical Society, Inc.

(A Florida Nonprofit Corporation)

Article I. Name

The name of this corporation shall be A.L. Lewis Historical Society, Inc.

Article II. Commencement & Duration

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

Article III. Purpose

This corporation is being organized for the purpose of:

1. To preserve the uniqueness of Florida's Oldest African-American beach community which was founded by A.L. Lewis on January 31, 1935.
2. To promote affordable housing and neighborhood revitalization opportunities.
3. To develop programs that address threats to the health and welfare of the community.
4. To fund programs to find special services where other financial resources are not available to meet such needs through self-help programs.
5. To expand the scope of programs and activities of public and private agencies and institutions.
6. To equalize opportunities for minorities and disadvantaged individuals who heretofore have not received a fair opportunity to share in the riches of this country, the United States; to provide outreach and to encourage the active participation of minorities and disadvantaged communities in establishing self help projects and programs; to provide greater interaction and cooperation between organizations designed to assist minorities and hapless communities in the areas of

- rehabilitation, crime prevention, recreation, physical planning, technical assistance to the elderly and dependent.
7. To provide financial and technical assistance to the underserved population and small businesses within the surrounding area to actively participate in regionwide programs which seek to develop greater business and economic opportunities for minorities and the disadvantaged engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America.
 8. No part of the revenues of income, if any, of the corporation shall inure to the benefit of, or be distributable to, its mentors, trustees, officers, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and 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.
 9. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
 10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article IV. Membership

Any person who agrees to be bound by these Articles of Incorporation, the corporate Bylaws, and any rules and regulations which the Board of Trustees may from time to time adopt, who completes a membership application form and submits it to the Board of Trustees, and who pays the applicable dues, is eligible and qualified for membership in this corporation. The corporate Bylaws may provide the Board of Trustees further discretionary powers relating to the admission of members.

Article V. Management

The powers of the corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Trustees. Any action required or permitted to be taken by the Board of Trustees, under any provision of the law, may be taken without a meeting, if all of the trustees shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Trustees. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Trustees. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Trustees without a meeting, and that these Articles of Incorporation authorize the Board of Trustees to so act. Such a statement shall be prima facie evidence of such authority.

Article VI. Board of Trustees

This corporation's initial Board of Trustees shall have six trustees. The number of trustees may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than six.

The trustees shall be elected annually by this corporation's members. The manner of the election of the trustees shall be specified in the corporate Bylaws. The trustees named herein, comprising the initial Board of Trustees, shall hold office until the election of trustees at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board of Trustees are:

Name	Address
Ma Vynee Betsch	5466 Gregg St., American Beach, FL 32034
Tony T. Brown	P. O. Box 93045, Southlake Tx. 76092
Ernestine Smith	1470 Evergreen Ave., Jacksonville, Fl. 32206
Kenya Gowan	5484 Ocean Blvd., American Beach, Fl 32034
Dianne McNiel	5490 Erwin St., American Beach, Fl 32034
Carol Alexander	829 N. Davis St., Jacksonville, Fl 32202
Johnnetta Betsch-Cole	1360 Beechwood Hill Ct., N.W. Atlanta, Ga. 30327
Stetson Kennedy	4224 Dratford Way, Jacksonville, Fl 32225
Irma McClurin	1350 Turlington Hall, Gainesville, Fl 32611
Belnie Rooks	P.O. Box 51, Elk, Ca. 95432

Article VII. Officers

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Trustees. The manner of election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold the office until the election of officers at the first annual Board of Trustees' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
Chairman	Tony Brown
President	MaVynee Betsch
Treasurer	Dianne McNeil
Secretary	Ernestine Smith

Article VIII. Principal Office & Initial Registered office & Agent

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 5466 Gregg Street, American Beach, Florida 32034. The name of the individual who shall serve as this corporation's initial registered agent is: MaVynee Oshun Betch.

Article IX. Incorporator

The name and residence address of each of the subscribers to these Articles of Incorporation are:

J. Michael Haygood
c/o Holland & Knight LLP
625 North Flagler, Suite 700
West Palm Beach, FL 33301

Article X. Distribution Upon Dissolution

In the event of dissolution, the residual assets of the corporation 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 1986 or corresponding sections of any prior or future Internal Revenue code, or to the federal, state or local government for exclusive public purpose.

Article XI. Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and members, provided that (a) notice of the proposed action relating to these Bylaws is included in the notice of the meeting, or is waived in writing by a majority of the directors or members as appropriate; (b) any such amendment that would adversely affect the rights of the owners of outstanding certificates or bonds issued in connection with a financing must be approved by the appropriate trustee; and (c) the Board of Directors may not amend or repeal any bylaw adopted by the members if the membership specifically provides that the bylaw is not subject to amendment or repeal by the directors.

Article XII. Amendment

The corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, by an affirmative vote of the majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of October, 1999.

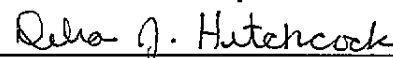


J. MICHAEL HAYGOOD

STATE OF FLORIDA
COUNTY OF PALM BEACH

PERSONALLY APPEARED before me, the undersigned authority, J. Michael Haygood, personally known by me, and who acknowledged that he executed the foregoing instrument.

DATED this 31st day of October, 1999.



Notary Public



Debra J. Hitchcock
MY COMMISSION # CC829065 EXPIRES
August 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

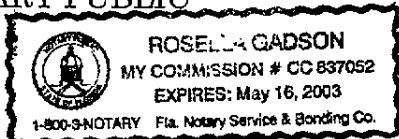
ACKNOWLEDGMENT OF DESIGNATION AS AGENT
UPON WHOM MAY BE SERVED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR A.L. LEWIS HISTORICAL SOCIETY, INC. AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION.

By: MaVynne O. Betsch
MaVynne O. Betsch
Date: Oct 7, 1999

SWORN TO AND SUBSCRIBED BEFORE ME
this 7th day of oct, 1999.
Affiant is personally known to me.

Rosella Gadson
NOTARY PUBLIC



WP31 #159148 v1

FILED
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TALLAHASSEE, FLORIDA