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ANNE & MARK GOGGANS
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Mal Guy

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U.I.S.C.
P.O. Box 341
Mokomis FL

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
VENICE INLET SURF CLUB, INC.**

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TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is Venice Inlet Surf Club, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 414 Bayview Parkway, Nokomis, Florida 34275. The mailing address of the Corporation is the same.

ARTICLE THREE

PURPOSE

(A) The purposes for which the Corporation is organized are to receive and administer funds for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States, and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the

judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not for Profit Corporation Act.

(B) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(D) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent

federal tax laws.

(E) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(F) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(G) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(H) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(I) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE FOUR

DIRECTORS

The directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation.

ARTICLE FIVE

INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of appointment which is delivered to the Department of State with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is Mark Goggans, 414 Bayview Parkway, Nokomis, FL 34275.

ARTICLE SIX

INCORPORATOR

The name and street address of the incorporator are as follows:

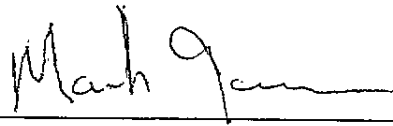
Mark Goggans
414 Bayview Parkway
Nokomis, FL 34275

The undersigned has executed these Articles of Incorporation this 25th day of October, 2000.


Mark Goggans, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that his name is Mark Goggans, and the address for the registered office of the corporation is 414 Bayview Parkway, Nokomis, FL 34275. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mark Goggans

Date: 10/25/00

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