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DOBSON & BROWN, P. A.

Attorneys at Law
66 Cuna Street, Suite A
St. Augustine, Florida 32084

Geoffrey B. Dobson
Ronald W. Brown

Telephone (904) 824-9032
Telefax (904) 824-9236

November 29, 2001

Secretary of State
Division of Corporations
The Capitol
Plaza Level 10
Tallahassee, Florida 32399-0810

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

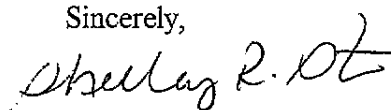
Re: Articles of Incorporation; St. Augustine Historic Inns, Inc.

Dear Reader:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Appointment as Resident Agent for the above referenced Corporation. Also please find our firms check in the amount of \$78.75 to cover the costs of the filing tax, the filing fees, and a certified copy of the Articles of Incorporation.

Please call with any questions or comments you may have. Thank you for your cooperation.

Sincerely,



Shelley R. Stover,
Assistant to Ronald W. Brown

/srs
enclosures

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01 DEC 12 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE DEC 12 2001 7



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 5, 2001

RONALD W. BROWN, ESQUIRE
66 CUNA ST SUITE A
ST AUGUSTINE, FL 32084

SUBJECT: ST. AUGUSTINE HISTORIC INNS, INC.
Ref. Number: W01000027709

We have received your document for ST. AUGUSTINE HISTORIC INNS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 201A00064300

ARTICLES OF INCORPORATION

FILED

OF

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ST. AUGUSTINE HISTORIC INNS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation pursuant to the Florida Not-for-Profit Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME

The name of the Corporation is ST. AUGUSTINE HISTORIC INNS, INC.

ARTICLE II

TERM OF EXISTENCE

Existence of the Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purposes for which the Corporation is initially organized are the transaction of any and all business and activities which a not-for-profit Corporation may conduct in accordance with the laws of the State of Florida and for all matters related to the mutual benefit to the members and their inns located in St. Johns County, Florida.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the initial principal office of the Corporation shall be 11 Cadiz Street, St. Augustine, Florida 32084, and the name and address of the initial registered agent for the Corporation are Ronald W. Brown, 66 Cuna Street, Suite A, St. Augustine, Florida 32084.

ARTICLE V

BOARD OF DIRECTORS

The initial Board of Directors shall consist of five (5) members, but such number may be increased or decreased as provided in the By-Laws of the Corporation, provided that the number of Directors shall not be fewer than five (5). The Directors shall be elected in the manner described in the By-laws of the Corporation. The names and addresses of the initial members of the Board of Directors are as follows:

Ken Cerotzke
11 Cadiz Street
St. Augustine, Florida 32084

Don Laforte
34 Saragossa Street
St. Augustine, Florida 32084

Sherri Crews
22 Avenida Menendez
St. Augustine, Florida 32084

Rus Thomas
79 Cedar Street
St. Augustine, Florida 32084

Walt James
83 Cedar Street
St. Augustine, Florida 32084

ARTICLE VI

INCORPORATORS

The name and address of each of the incorporators are as follows:

Ken Cerotzke
11 Cadiz Street
St. Augustine, Florida 32084

Don Laforte
34 Saragossa Street
St. Augustine, Florida 32084

Sherri Crews
22 Avenida Menendez
St. Augustine, Florida 32084

Rus Thomas
79 Cedar Street
St. Augustine, Florida 32084

Walt James
83 Cedar Street
St. Augustine, Florida 32084

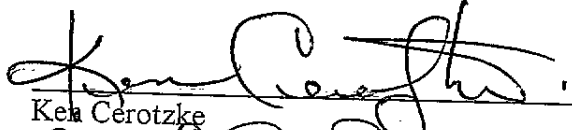
ARTICLE VII

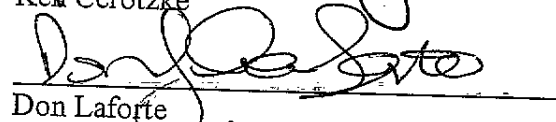
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved initially by the majority of the Board of Directors, presented to the members for approval and adopted by the vote of two-thirds of the members entitled to vote thereon.

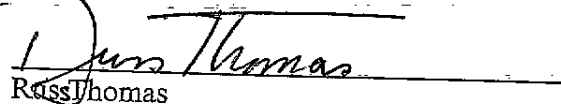
IN WITNESS WHEREOF, the Incorporators have hereunto set their hands and seals this

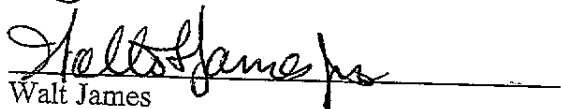
15 day of October, A. D., 2001.


Ken Cerotzke


Don Laforce


Sherri Crews


Russ Thomas


Walt James

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared KEN CEROTZKE, DON LAFORTE, SHERRI CREWS, RUS THOMAS and WALT JAMES, who are personally known to me or who produced _____ as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that they executed the above and foregoing Articles of Incorporation of ST. AUGUSTINE HISTORIC INNS, INC. for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 15 day of October, A. D., 2001.



Marshall H. Crews Jr
Notary Public, State of Florida

at Large

My Commission Expires: August 14, 2004

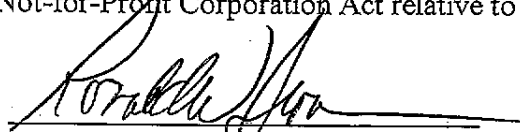
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

St. Augustine Historic Inns, Inc. desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation, at City of St. Augustine, State
of Florida, has named Ronald W. Brown, 66 Cuna Street, Suite A, St. Augustine, Florida 32084 as
its agent to accept service of process within the state.

ACKNOWLEDGMENT:

I, Ronald W. Brown, having been named to accept service of process for the above stated
corporation at the place designated in this certificate, hereby accept to act in this capacity and agree
to comply with the provisions of the Florida Not-for-Profit Corporation Act relative to maintaining
said office.


Ronald W. Brown

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA