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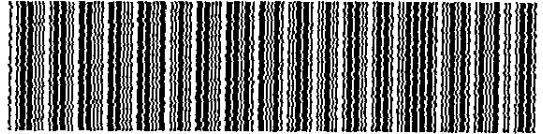
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TRANSMITTAL LETTER

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

SUBJECT: - The Exchange Club of The Jacksonville Beaches, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Patricia H. Kelley
Name (Printed or typed)

2419 Brittany Court
Address

Ponte Vedra, Florida 32082
City, State & Zip

(904) 247-9160
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
THE EXCHANGE CLUB OF THE JACKSONVILLE BEACHES, INC.**

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of this corporation is The Exchange Club of the Jacksonville Beaches, Inc.

**ARTICLE II
Purposes**

This Corporation is organized as a corporation not for profit for educational and civic purposes, and not for pecuniary profit.

**ARTICLE III
Powers**

This Corporation shall have the general power to do all lawful acts, as conferred upon corporations not for profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibility of the Corporation.

**ARTICLE IV
Duration**

This corporation shall exist perpetually. Corporate existence shall begin on the date these Articles are filed and approved by the Department of State of the State of Florida.

**ARTICLE V
Members**

The classes, rights and qualifications for members of the corporation and the manner to which members of the corporation shall be admitted or terminated shall be provided for in the Bylaws.

ARTICLE VI
Board of Directors

Section 1. All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in the Articles or the Bylaws of the corporation. The number and the terms of office and qualifications for directors of the Corporation and the manner in which directors of the Corporation shall be elected shall be provided in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors of the Corporation is twelve (12). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

Section 3. The length of term of the members of the Board of Directors shall be as provided in the Bylaws.

Section 4. The name and addresses of the initial members of the Board of Directors who shall serve until their successors are duly elected are:

<u>Name</u>	<u>Address</u>
Laura H. Baer	77 Tallwood Road Jacksonville Beach, Florida 32250
Christopher M. Bryan	4412 Hunter Haven Lane Jacksonville, Florida 32224
Richard DeVane, Jr.	1546 Nottingham Knoll Dr. Jacksonville, Florida 32225
James Hanson	2239 Barefoot Trail Atlantic Beach, Florida 32233
Robert L. Hicks	1449 Hopkins Creek Lane Neptune Beach, Florida 32266
Tim Jenkins	309 Ponte Vedra Boulevard Ponte Vedra Beach, Florida 32082
Patricia H. Kelley	2419 Brittany Court Ponte Vedra Beach, Florida 32082

Mae V. Liberty	2151 Gail Avenue Jacksonville Beach, Florida 32250
Russell C. Lickfeld	312 Cedar Street Neptune Beach, Florida 32266
Garrett E. Newman, Jr.	457 Golf View Circle Ponte Vedra Beach, Florida 32082
John E. Pearson, III	1416 Forest Avenue Neptune Beach, Florida 32266
Robert C. Tipton	26 Tallwood Road Jacksonville Beach, Florida 32250

ARTICLE VII **Officers**

The required officers and the qualifications and the manner in which the officers of the Corporation shall be elected shall be provided in the Bylaws.

ARTICLE VIII **Principal Office, Initial Registered Office and Agent**

The principal office of the corporation shall be located at, and its mailing address is 427 Third Street North, Jacksonville Beach, Florida 32250.

The street address of the initial registered office of this corporation is 427 Third Street North, Jacksonville Beach, Florida 32250 and the name of the registered agent of this corporation at that address is William G. Hillegass.

ARTICLE IX **Bylaws**

Section 1. The Board of Directors, by majority vote of all members of the Board of Directors, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of the law or these Articles of Incorporation.

Section 2. Upon proper notice, the Bylaws may be amended, altered, changed or repealed or new Bylaws may be adopted, all in accordance with the requirements and restrictions as stated in the Bylaws.

ARTICLE X
Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of all members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of the Articles of Incorporation.

ARTICLE XI
Indemnification

The Corporation may indemnify officers, directors, members, employees and agents to the full extent permitted by the Florida Not for Profit Corporation Act.

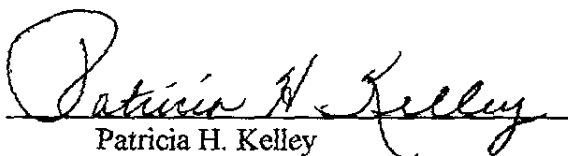
ARTICLE XII
Incorporator

The Name and address of the incorporator to these Articles is as set forth below:

Patricia H. Kelley

2419 Brittany Court
Ponte Vedra Beach, Florida 32082

IN WITNESS THEREOF, I, the undersigned incorporator, have made, signed and hereby acknowledge these Articles of Incorporation this 16th day of May, 2003, for the purpose of incorporating as a corporation not for profit under the laws of the State of Florida.


Patricia H. Kelley

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
THE EXCHANGE CLUB OF THE JACKSONVILLE BEACHES, INC.

Pursuant to Chapter 617, Florida Not For Profit Corporation Act, the undersigned, having been named as registered agent to accept service of process upon The Exchange Club of the Jacksonville Beaches, Inc., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS THEREOF, the undersigned has caused this Certificate to be executed in Jacksonville Beach, Duval County, Florida on this 16th day of May, 2003.

By: William G. Hillegass
William G. Hillegass

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA