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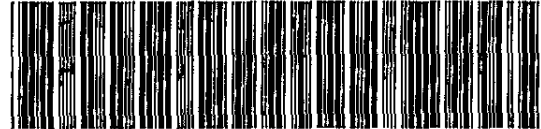
(Business Entity Name)

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TRANSMITTAL LETTER

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

SUBJECT: CABOOSE CLUB, 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: Elizabeth Alane McArdle
Name (Printed or typed)

P.O. Box 1205
Address

Callahan, FL 32011
City, State & Zip

904-845-4890
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
CABOOSE CLUB, INC.
A FLORIDA NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

Article 1: The name of the corporation shall be Caboose Club, Inc. The place in this state where the principal office of the corporation is to be located is the city of Callahan, Nassau County, Florida.

Article 2: The duration of the corporation is perpetual.

Article 3: Purposes: The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

Article 4: Trustees: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name:	<u>Elizabeth Alane McArdle</u>
Address:	<u>P.O. Box 1205, Callahan, FL 32011-1205</u>
Name:	<u>John Edgar Kiser</u>
Address:	<u>44014 Apache Trail, Callahan, FL 32011</u>
Name:	<u>Betty Jo Allen</u>
Address:	<u>54390 Hazel Jones Rd., Callahan, FL 32011-5937</u>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 5: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 6: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 7: Initial Registered Agent and Office: The initial registered agent is Elizabeth Alane McArdle and the initial registered office 36212 SW Elliot Dr., Callahan, FL 32011.

Article 8: Initial Board of Directors: The initial Board of Directors shall have 3 members whose names and addresses are:

Name: Elizabeth Alane McArdle
Address: P.O. Box 1205, Callahan, FL 32011-1205

Name: John Edgar Kiser
Address: 44014 Apache Trail, Callahan, FL 32011

Name: Betty Jo Allen
Address: 54390 Hazel Jones Rd., Callahan, FL 32011-5937

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 9: Officers: The officers of the corporation shall consist of a President, Vice President, and Secretary/Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

President: Elizabeth Alane McArdle
P.O. Box 1205, Callahan, FL 32011-1205

Vice President: John Edgar Kiser
44014 Apache Trail, Callahan, FL 32011

Secretary/Treasurer: Betty Jo Allen
54390 Hazel Jones Rd., Callahan, FL 32011-5937

Article 10: Nonstock Basis: The corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 11: Corporate Address: The street address of the corporation's initial principal office is: 36212 SW Elliot Dr., Callahan, FL 32011 [and, if different, the corporation's mailing address is P.O. Box 1205, Callahan, FL 32011.]

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this day of March 6, 2004.

Elizabeth Alane McArdle
Elizabeth Alane McArdle

John Edgar Kiser
John Edgar Kiser

Betty Jo Allen
Betty Jo Allen
(Signature of Incorporators)

Acknowledged before me on March 6, 2004, by Elizabeth Alane McArdle,
(date)

John Edgar Kiser and Betty Jo Allen, who are personally known to me , who produced FDL as identification , and who executed the foregoing Articles of
(document)

Incorporation and acknowledged to and before me that he/she/they executed said instrument for the purposes therein expressed.



Donna P. Yancey
Commission # DD 047497
Expires Sep. 18, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Donna P. Yancey
Notary

I accept designation as registered agent:

Elizabeth Alane McArdle
Elizabeth Alane McArdle

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