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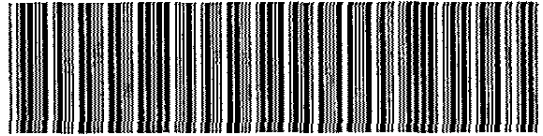
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN 22 PM 2:12

Lyn Baskett Fort
2528 NW 32nd Street
Gainesville, FL 32605

May 10, 2004

Secretary of State
ATTN: Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: General H.H. Arnold High School Alumni Association, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation regarding the above-referenced corporation. This is a non-profit corporation. Also enclosed is our check in the amount of \$78.75, to cover the cost of filing and certified copy of the filed Articles, along with a self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,



Lyn Baskett Fort

/ch
Enclosures

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ARTICLES OF INCORPORATION

OF

GENERAL H. H. ARNOLD HIGH SCHOOL ALUMNI ASSOCIATION, INC.

WE, the undersigned, do hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the legislature of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be GENERAL H. H. ARNOLD HIGH SCHOOL ALUMNI ASSOCIATION, INC., and its principal place of business shall be in the City of Gainesville, County of Alachua, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II
DURATION

The term of existence of the corporation is perpetual unless dissolved in a manner provided by law; and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III
PURPOSE

GENERAL H. H. ARNOLD HIGH SCHOOL ALUMNI ASSOCIATION, INC.

GENERAL H. H. ARNOLD HIGH SCHOOL ALUMNI ASSOCIATION, INC., is a Alumni organization that is three fold. We support the High School primarily through the award of scholarships, promote a spirit of alumni unity and camaraderie through communication and reunion among alumni, and location of alumni with acquisition, and maintenance of school memorabilia.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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ARTICLE IV
CORPORATE POWERS

All corporate powers shall not be limited.

ARTICLE V
DIRECTORS

The number of Directors of the corporation shall always consist of (8) Directors, and shall be elected according to the provisions in the by-laws.

ARTICLE VI
INITIAL DIRECTORS

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Lyn Baskett Fort (President)	2528 NW 32 nd Street, Gainesville, FL 32605
Marcee Swarny (Vice President)	1522 Bent Oak Way, Temple TX 76502
Micky Dixon (Secretary)	1322 Oak Path, San Antonio, TX 78258
Mariann Meyer Pilson (Treasurer)	3056 Ole Court NE, Albuquerque, NM 87111-5624

ARTICLE VII
INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his/her being or having been a director or officer at the time such expenses are incurred, except when the directors or officers are adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

ARTICLE VIII
PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in the City of Gainesville, County of Alachua, State of Florida, and the mailing address of said principal office of the corporation shall be 2528 NW 32nd Street, Gainesville, FL 32605.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 2528 NW 32nd Street, Gainesville, FL 32605, and the name of the initial registered agent at that office is Lyn Baskett Fort.

ARTICLE X
INCORPORATORS

The names and post office addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Lyn Baskett Fort	2528 NW 32 nd Street, Gainesville, FL 32605
Mariann Meyer Pilson	3056 Ole Court NE, Albuquerque, NM 87111-5624

ARTICLE XI
OFFICERS

The officers of the corporation shall be elected at the organizational meeting of the incorporators and directors.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of GENERAL H. H. ARNOLD HIGH SCHOOL ALUMNI ASSOCIATION, INC.

ARTICLE XII
CONDUCT OF CORPORATE AFFAIRS

The corporation shall qualify for and become a corporation qualifying as a 501(c)(3) corporation and all activities and conduct of the corporation shall be consistent therewith.

- A. The organization is organized exclusively for charitable, 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 corresponding sanction of any future federal tax code.
- B. Notwithstanding any of the provision herein, the purposes of this organization are limited to such purposes as are permitted under Section 501 (c)(3) of the Internal Revenue Code.
- C. 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 above. 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.
- D. Upon dissolution, remaining assets of the organization shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purposes.

ARTICLE XII
CORPORATE STOCK

There are no stockholders and no stock shall be issued.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of GENERAL H. H. ARNOLD HIGH SCHOOL ALUMNI ASSOCIATION, INC.

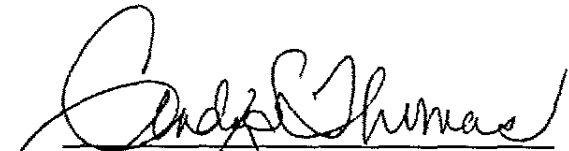
WITNESS our hands and seals this 11 day of May, 2004.


Lyn Baskett Fort

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this 11 day of May, 2004, before me personally came Lyn Baskett Fort, who produced FL Dr License as identification, to me known to be the individual described herein and who executed the within and foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Gainesville, Florida, the day and year last above written.


NOTARY PUBLIC



Mariann Meyer Pilson
Mariann Meyer Pilson

STATE OF NEW MEXICO
COUNTY OF

I HEREBY CERTIFY that on this 18 day of June, 2004, before me personally came Mariann Meyer Pilson, who produced NM DL as identification, to me known to be the individual described herein and who executed the within and foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at ^{Albuquerque, NM} ~~Gainesville, Florida~~, the day and year last above written.

Scott H. Graybill
NOTARY PUBLIC
1-23-04

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

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

First -- That GENERAL H. H. ARNOLD HIGH SCHOOL ALUMNI ASSOCIATION, 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 Gainesville, County of Alachua, State of Florida, has named Lyn Baskett Fort located at 2528 NW 32nd Street, Gainesville, FL 32605, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Lyn Baskett Fort, Resident Agent

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