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(Requestor's Name)

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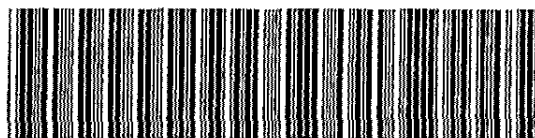
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*12-23-04
D*

LAW OFFICES
CHANDLER, LANG, HASWELL & COLE, P.A.
POST OFFICE BOX 23879
GAINESVILLE, FLORIDA 32602-3879

JAMES F. LANG
JOHN H. HASWELL
C. WHARTON COLE*

*ADMITTED IN FL AND TX

December 3, 2004

TELEPHONE 352/376-5226
FAX 352/372-8858
211 N.E. FIRST STREET
GAINESVILLE, FL 32601-5367

WILLIAM H. CHANDLER
1920-1992

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

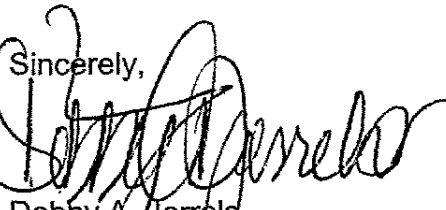
RE: Sea Base Alumni & Friends Association, Inc.
Incorporation

To Whom It May Concern:

Please find enclosed herewith the following:

1. Articles of Incorporation of Sea Base Alumni & Friends Association, Inc.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Our firm's Check Number 23106, in the amount of \$78.75, representing the filing fee, Designation of and Acceptance by Registered Agent fee and fee for Certified Copy of Articles.

Please furnish our office with a certified copy of the Articles of Incorporation. A self-addressed/stamped envelope is enclosed. If you should have any questions regarding this matter, please do not hesitate to call.

Sincerely,

Debby A. Jerrels
Assistant to John H. Haswell

/daj
Enclosures

cc: Ms. Nancy Wells



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 8, 2004

COPY

JOHN H. HASWELL, ESQ
PO BOX 23879
GAINESVILLE, FL 32602

SUBJECT: SEA BASE ALUMNI & FRIENDS ASSOCIATION, INC.
Ref. Number: W04000044828

We have received your document for SEA BASE ALUMNI & FRIENDS ASSOCIATION, 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):

You must list the corporation's principal office and/or a mailing address in the document.

You must list at least one incorporator with a complete business street address.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6928.

Tim Burch
Document Specialist
New Filings Section

Letter Number: 204A00068642

ARTICLES OF INCORPORATION
OF THE
SEA BASE ALUMNI & FRIENDS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME OF CORPORATION

The name of the corporation, organized under Chapter 617 Florida Statutes, and being a corporation not for profit, is: **SEA BASE ALUMNI & FRIENDS ASSOCIATION, INC.**

ARTICLE II
DURATION OF CORPORATION

This corporation shall have perpetual existence unless sooner dissolved or terminated pursuant to law.

ARTICLE III
PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED

This is a corporation not for profit, organized under Chapter 617 Florida Statutes exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law. The corporation may accept donations and dues from its members, and from the general public, and from other sources in accordance with such rules, regulations, and policies as are established by the Board of Directors. The purpose of the corporation is to organize a strong, effective and dedicated group of individuals with public support to promote the Boy Scouts of America's High Adventure Base known as "Sea Base" in the Florida Keys, to support the mission of the Boy Scouts of America, and the programs of Sea Base. Such support may include financial contributions to Sea Base and to Sea Base staff, as well as financial support to youth participants. No part of the earnings, if any, of the corporation shall inure to the benefit of any private shareholder, member, or individual, and no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except when permitted by the Internal Revenue Code. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954

or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purposes.

ARTICLE IV

QUALIFICATION FOR MEMBERSHIP AND MANNER OF ADMISSION

Membership in the corporation is open to those who support the purpose of the corporation, who are of legal age, and otherwise comply with membership requirements for admission as set forth in the corporation's By Laws.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation and its principal office and mailing address is: 73800 Overseas Highway, Islamorada, Florida 33036, and the registered agent at that office is: Nancy Wells.

ARTICLE VI DIRECTORS

The number of directors constituting the Board of Directors shall be set forth in the by-laws, but shall not be less than three, and not more than nine. The qualifications, terms, and manner of election shall be set-forth in the by-laws. The initial Board of Directors shall be made up of the following directors:

	<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
1.	James B. Dosser	1719 Powder Br. Rd, Johnson City, TN 37601
2.	Mary Tagliarini	32 Park Rd., Islamorada, FL 33036
3.	Al Rother	1050 Osceola Ct., Bogart, GA 30622
4.	Sharon Wampler	129 Nautilus Dr., Islamorada, FL 33036
5.	Nancy Wells	40 High Point Rd., Plantation Key, FL 33070

ARTICLE VII OFFICERS

The corporation shall have four officers, initially, a President, a Vice President, a Secretary, and a Treasurer. The person who holds the office of President shall, by virtue of such office, be the Chairman of the Board of Directors. The person who holds the office of Vice President shall, by

virtue of such office, be Vice Chairman of the Board of Directors. Any reference in the by-laws to the office of "Chairman" and "Vice Chairman" shall mean and include the office of President and Vice-President, respectively. The Board of Directors may, by resolution, add additional officers, as it deems appropriate, including assistant vice presidents, assistant secretaries, and assistant treasurers. The manner of election of all officers and their terms shall be as set forth in the By-Laws. The initial officers of the corporation shall be:

President/Chairman:	James B. Dosser
Vice President/Vice Chairman:	Mary Tagliarini
Secretary:	Al Rother
Treasurer:	Sharon Wampler

ARTICLES VIII BY-LAWS

The By-Laws of this corporation may be created, amended, and/or rescinded by a majority vote of the Board of Directors at any regular meeting of that board or at any special meeting called for that purpose provided that a least 10 days advance notice of any by-law change, or amendment shall be furnished to the Board of Directors.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be altered, amended or rescinded by a 2/3's majority vote of all of the Directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose. The 2/3's majority vote called for herein shall mean a 2/3's majority of the entire Board of Trustees or Directors, not just of those present and voting.

ARTICLE X INCORPORATOR-SUBSCRIBER

The incorporator of this corporation who has subscribed to these Articles is: John H. Haswell, Esquire, Chandler, Lang, Haswell & Cole, P.A., 211 NE 1st Street, Gainesville, Florida 32601.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles for the purpose of incorporating the aforesaid corporation under Chapter 617 of

Florida Statutes as a corporation not for profit of this 20th day of December, 2004.



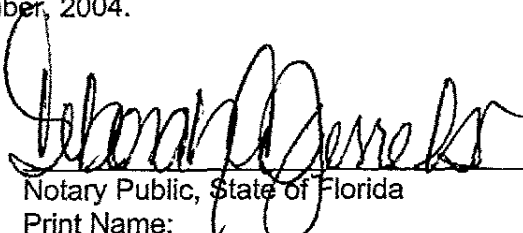
John H. Haswell
Incorporator Subscriber

**STATE OF FLORIDA
COUNTY OF ALACHUA**

Subscribed and sworn to before me, a Notary Public, by John H. Haswell, who is personally known to me to be the person described in this instrument, or who produced _____ as identification, and who did take an oath, and who executed the foregoing instrument and acknowledged before me that he executed the same as his free act and deed this 20th day of December, 2004.



DEBORAH A. JERRELS
MY COMMISSION # DD 128860
EXPIRES: July 16, 2006
Bonded Thru Budget Notary Services



Notary Public, State of Florida
Print Name:
Commission Expiration Date:
Commission Number:

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

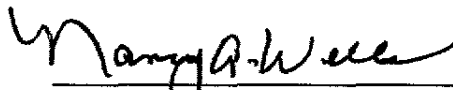
SEA BASE ALUMNI & FRIENDS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Nancy Wells
73800 Overseas Highway
Islamorada, Florida 33036

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.



Nancy Wells

Dated: 12-15-04