

N08000003814

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600123948176

04/18/08--01024--019 **87.50

2008 APR 18 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CB.4-18

BIVENS, JONES & ASSOCIATES

Attorneys and Counselors at Law

1543 Kingsley Ave. #18-B

Orange Park, Florida 32073

Office (904) 264-3412

Fax (904) 264-2456

Please reply to: Orange Park Office

Jacksonville Office

101 E. Union Street, Ste 403

Jacksonville, FL 32202

Office (904) 353-9100

Fax (904) 355-6557

Burney Bivens, Esq.
Edward W. Dawkins, Esq.
Athiel (Josh) Jones, Esq.*
Robert E. Lee, Esq.**

Also Admitted in New York*
Also Admitted in Ohio**

April 16, 2008

Department of State
Division of Corporations
P.O. Box 1627
Tallahassee, FL 32314

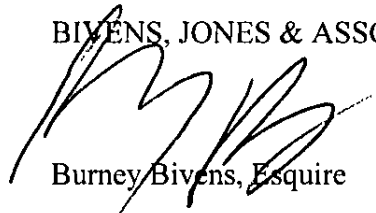
Greetings:

Please find enclosed Non-profit Articles of Incorporation for Clay County Cruzers, Inc., together with Elisabeth Palmer's personal check number 2681 in the amount of \$87.50.

I have enclosed two copies, together with self-addressed stamped envelopes to mail a stamped copy of the recorded Articles to myself and to Elisabeth Palmer. Thank you for your cooperation.

Yours truly,

BIVENS, JONES & ASSOCIATES



Burney Bivens, Esquire

BB/rl
Encl.

ARTICLES OF INCORPORATION

OF

CLAY COUNTY CRUZERS, INC.

FILED

2008 APR 18 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a non-profit corporation under the Not for Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME

The name of the corporation is *CLAY COUNTY CRUZERS, Inc.*

ARTICLE II – TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III – NATURE OF BUSINESS

This corporation is organized for the following purposes:

1. To preserve automobiles from the past and to share knowledge of automobiles with generations to come.
2. To provide a common meeting ground for classic car owners and enthusiasts for the enjoyment of ownership, workshops, meetings and shows and other related activities.
3. To promote public safety of the roads and highways in the operation of automobiles.
4. To take charge of, hold and manage all property, real and personal, that may at any time or in any manner come to or vest in this corporation for any purposes whatsoever, whether by purchase, gift, grant, devise or otherwise, and to mortgage, sell or otherwise dispose of such property as the necessities of the corporation may require; and
5. To engage in any other activities which are lawful in the State of Florida and the United States of America for non-profit corporations.

ARTICLE IV – MEMBERSHIP

The Qualifications for membership and the manner of admission shall be as regulated by the By-laws.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is 2977 Bull Creek Road, Middleburg, Florida 32068. The name of the initial registered agent is ELISABETH PALMER, and the address of the initial registered agent is 2977 Bull Creek Road, Middleburg, Florida 32068.

ARTICLE VI – DIRECTORS

The initial Board of Directors shall consist of the six (6) members who need not be residents of the State of Florida.

ARTICLE VII – INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members or until their successors shall have been elected and qualified are as follows:

NAMES	ADDRESS
President, OWEN JOHNS	3335 Oak Leaf Lane Middleburg, FL 32068
1 st Vice President, TRAVIS TERKOWSKI	2515 Hibiscus Avenue Middleburg, FL 32068
2 nd Vice President, DENNIS COLEMAN	5040 Spearmint Street Middleburg, FL 32068
Secretary, LINDSAY TERKOWSKI	2515 Hibiscus Avenue Middleburg, FL 32068
Treasurer, ELISABETH PALMER	2977 Bull Creek Road Middleburg, FL 32068
Member at Large, PHIL BAXLEY	3471 CR 220 Middleburg, FL 32068

The manner of election shall be as specified in the by-laws.

ARTICLE VIII – INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME	ADDRESS
ELISABETH PALMER	2977 Bull Creek Road Middleburg, FL 32068

ARTICLE IX – DUTIES AND POWERS

CLAY COUNTY CRUZERS, Inc, shall be a non-profit corporation and shall have all the duties and powers of non-profit organizations, and no member, officer or director shall be authorized to do anything inconsistent with a non-profit corporation. 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 III. No substantial part of any 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 publication 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 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 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 X – AMENDMENT OF ARTICLES OF INCORPORATION

The members shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a called membership meeting, with not less than a two-thirds vote of the members.

ARTICLE IX – STOCK

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 by-laws.

ARTICLE XII – DISSOLUTION OR CORPORATION

Upon dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities of the corporation 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 Middleburg High School.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 16th day of April, 2008.

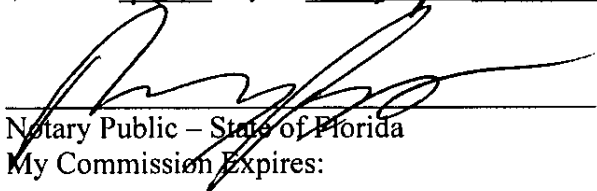

ELISABETH PALMER

STATE OF FLORIDA)
COUNTY OF CLAY)

BEFORE ME, the undersigned authority, personally appeared ELISABETH PALMER the person described in and who subscribed the above Article of Incorporation, and she did freely and voluntarily acknowledge before me that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange
Park, Clay, County, Florida, on this 16th day of April,
2008.





Notary Public – State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts her designation as registered agent for Clay County Cruzers, Inc.



ELISABETH PALMER

2009 APR 18 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED