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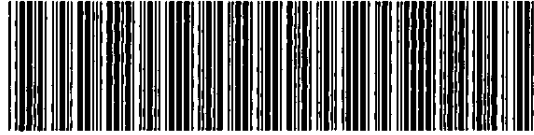
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March 2, 2010

Division Of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: St. Marks Waterfronts Florida Partnership, Inc.

Dear Sir:

Attached are the Articles of Dissolution for the above, for profit Florida Corporation, along with a \$35.00 filing fee. Also attached is a new filing for a Non-Profit Corporation of the same name, and a check for \$78.75 to cover the costs of filing and a certificate of status.

By this letter, the Corporation releases the use of the name , St. Marks Waterfronts Florida Partnership, Inc., and states that they have no intention to revoke the dissolution.

By signature below, the Chair/Pres. of the Corporation, Billy Bishop, has authorized this release and grant of use.

Sincerely

Charles McMurry

Billy Bishop, Chair

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**ARTICLES OF INCORPORATION
OF**

ST. MARKS WATERFRONTS FLORIDA PARTNERSHIP, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1002, Florida Statutes, this Florida Not for Profit Corporation files the following articles of incorporation:

Article I – Name

The name of the Corporation is **St. Marks Waterfronts Florida Partnership, Inc.**, and the same is hereby organized by the undersigned to form a non-profit corporation under the Florida Not for Profit Corporation Act (F.S. 617.001, et seq.).

Article II Duration

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Secretary of State.

Article III – Purpose

The purposes for which the Corporation is organized are:

1. Exclusively for charitable, historical, educational and scientific purposes, including, for such purposes, being and dealing with other organizations that qualify as exempt organizations under 501(c) (30 of the Internal Revenue Code:
2. To work in a cooperative effort with the City of St. Marks Commissioners, private citizens, private business, seafood industry, and other organizations to revitalize the St. Marks waterfronts area by focusing on economic development, natural resource protection, encouraging beautification and tourism enhancement projects, and encouraging business, government and visitors to invest in the area.
3. The Partnership will participate in the development and guide the implementation of a comprehensive revitalization plan and strategy that will enhance the natural environment and promote economic growth of the community while preserving the natural, historic, and environmental resources, character and identity of the area while preserving the rights of its citizens and landowners.

4. The corporation shall be authorized to pay reasonable compensation for services rendered, and expenses incurred in furtherance of the Corporation's purpose.

Article IV Principal Place of Business

The principal place of business of the Corporation shall be: 788 Port Leon Dr., St. Marks, FL. 32355, and the mailing address shall be P.O. Box 296, St. Marks, Fl. 32355.

Article V – Registered Agent

The Register agent shall be: Charles McMurry, Esq., 910 N. Duval St. Tallahassee, Fl. 32303

Article VI – Incorporator

The Incorporator is: Billy Bishop, P.O. Box 161, St. Marks, and Fl. 32355

Article VII – Board Members

There shall be three (3) Board Members of the initial Board of Directors of the Corporation, who shall be elected pursuant to the Corporation's By-Laws. The names and addresses of the persons who are to serve as the first Board Members are as follows:

- | | |
|-------------------------------|---|
| 1. Billy Bishop (Chairman) | P.O. Box 161, St. Marks, Fl. 32355 |
| 2. Mike McNamara (Vice Chair) | P.O. Box 94, St. Marks, Fl. 32355 |
| 3. Pam Portwood (Sec/Treas.) | 1184 Lower Bridge Rd.
Crawfordville, Fl. 32327 |

Article VII – Members

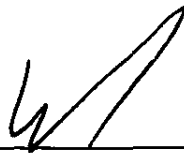
The Corporation shall have Members. Members of the Corporation will be required to meet the following qualification: to have an interest in and willingness to assist with the stated purposes of the Corporation.

Article VIII – Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall , after paying or making provision for the payment of all of the liabilities of the corporation,

dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations, that are organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for said charitable purpose.

IN WITNESS WHEREOF, the incorporator and resident agent have hereunto subscribed their names this __ day of March, 2010



Billy Bishop, Incorporator



**Charles McMurry
Resident Agent**

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TALLAHASSEE, FLORIDA

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