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LAW OFFICES OF
BAKER AND SWEARINGEN
4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

GLENDA F. SWEARINGEN-COOK, P.A.
*CERTIFIED FAMILY LAW MEDIATOR

JOHN E. ROBERTS

TELEPHONE
850-526-3633
850-526-4465

TELECOPIER
850-526-2714

April 21, 1999

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*****78.75 *****78.75

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

RE: Jackson County Development Council, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of $78.75, and the original and one copy of the Restated Articles of Corporation for Jackson County Development Council, Inc. Please be so kind as to file the Articles and return a copy to my office.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/sb

FRANK A. BAKER, ESQ.

FAB:sb/secstate.ltr

Enclosures

Restate 4-28-99

FILED
99 APR 22 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 APR 22 PM 12: 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION

OF

JACKSON COUNTY DEVELOPMENT COUNCIL, INC.

A majority of the Voting Members of the Corporation (being the directors of Jackson County Chamber of Commerce, Inc., a Florida corporation) and a majority of the directors of Jackson County Development Council, Inc. (the Corporation herein), do hereby adopt the following **Restated** Articles of Incorporation of the Corporation:

ARTICLE 1
NAME

The name of the Corporation is **JACKSON COUNTY DEVELOPMENT COUNCIL, INC.**

ARTICLE 2
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4
PURPOSES

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law): to provide economic and other assistance to individuals and businesses located within Jackson County, Florida; to promote the economic and social development of Jackson County; to borrow or receive money, and to apply for and accept advances, loans, grants, and/or any other form of monies or financial assistance or programs from the Federal Government or the state, county, municipalities, or other public body or from any other sources, public or private; to give such security and execute and carry out any contracts or agreements in connection therewith; to appropriate funds and make expenditures; to extend credit or make loans, grants, or other form of payments to other public or private companies or individuals; to invest funds held in reserves or sinking funds; to purchase, sell or hold stock in other companies or enterprises, or evidences of indebtedness and security, or other capital participation instruments; to issue bonds or other securities or pledges; and to have all powers set forth in Fla. St. Chapters 607 and 617 which are not inconsistent with these articles.

ARTICLE 5
LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6
MEMBERS

The Corporation shall have one class of membership. All members shall be required to be natural persons who are residents of Jackson County, Florida, who support the goals and purposes of the Corporation.

ARTICLE 7
REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 4431 Lafayette Street, Marianna, FL, 32446, and the name of its Registered Agent at that address is Frank A. Baker.

ARTICLE 8
BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of directors constituting the Board of Directors is eighteen (18). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. Each Director shall: a) be a member of the Corporation; b) be at least 18 years of age; and c) be a permanent resident of Jackson County, Florida. Directors shall be elected as set forth herein. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. Unless otherwise provided by the Board, the annual periods of office of the Directors of this Corporation shall run from April 1 through March 31.

ARTICLE 8-A
SELECTION OF DIRECTORS

The Board of Directors shall be selected so that the Board members shall be representative of the four census tracts constituting the Federal Enterprise Community and shall further be representative of the residents of those census tracts as to cultural background, socio-economic status, race and gender. Effective two years from the date of adoption of these Restated Articles, at least 51% of the directors shall be permanent residents of the four census tracts constituting the Federal Enterprise Community, and of those tract-resident directors, at least 1/5th shall be permanent residents of each of the four census tracts constituting the Federal Enterprise Community. The nominees for vacancies on the Board of Directors shall be selected by a Nominating Committee, which Committee shall consist of seven persons selected by the President of the Corporation. The Nominating Committee shall contain at least one person from each of the four census districts forming the Federal Enterprise Community. The Nominating Committee shall also contain no more than three current Directors. The Nominating Committee shall receive applications in a form and with information directed by the Nominating Committee from applicants, after at least 14 days' advertisement for applications in a newspaper of general circulation in Jackson County. The Nominating Committee shall select a number of nominees equal to the number of vacancies to be filled.

Additional nominations may be submitted to the Board of Directors on the same application used by the Nominating Committee, if accompanied by a petition signed by at least 25 registered voters residing in Jackson County, Florida. The sufficiency of each application and petition shall be determined exclusively and certified by the Nominating Committee. After such determination and certification, any additional nominees shall be forwarded by the Nominating Committee to the Board.

In the event that there are more nominees than vacancies, then the successor Directors shall be selected by majority vote of the Board of Directors. In the event that there are not more nominees than vacancies, then the nominees shall be deemed selected by the Board by consensus.

ARTICLES 9
OFFICERS

The Officers of the Corporation shall be members of the Corporation, and shall consist of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided 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.

ARTICLE 10
INCORPORATOR

The name and address of the Incorporator is **FRANK A. BAKER,** 4431 Lafayette Street, Marianna, FL, 32446.

ARTICLE 11
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote of the Directors of this Corporation, at a regular or special meeting on at least seven (7) days' written notice (which shall give notice of the language of the proposed amendment).

ARTICLE 12
TURNOVER OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

ARTICLE 13
INDEMNIFICATION

The Corporation shall fully indemnify each Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the By-Laws, but shall never be less than the full extent permitted by the laws of the State of Florida.

ARTICLE 14
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE 15
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 16
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock, but may issue certificates of membership.

In Witness Whereof, the undersigned Members and Directors, constituting a majority of the Voting Members (as the Corporation is currently constituted) and a majority of the Directors of the Corporation, which numbers are sufficient for the adoption of these amended articles, have adopted these Restated Articles of Incorporation on this April 20, 1999.

Rosa Pollock

Rosa Pollock - D

Sharon H. Mitchell

Gail H. Sills

Kenneth B. Anderson

Phil Rotolo

John M. Toman

Kathy S. Milton

J M Roberts

H. E. Jowers

K. R. Pettis

C.W. McQuagge

State of Florida
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this April 20, 1999, by Rosa Pollock, Sharon H. Mitchell, Gail H. Sills, Kenneth B. Anderson, Phil Rotolo, Kathy S. Milton, J, M. Roberts, Jr., H. E. Jowers, K. R. Pettis, and C. W. McQuagge, and John M. Toman; ______________________________, who are personally known to me and who did take an oath.

FB

Notary Public
My Commission Expires:

FRANK BAKER
NOTARY
My Comm. Expires Sept. 1, 2000
No. CC580986
PUBLIC
STATE OF FLORIDA

fb\jcdcinc.ar2 (rev. 4/16/99)