

N98000006656

PROFESSIONAL ADMINISTRATIVE SERVICES, INC.

6346 San Juan Avenue, Suite 29
Jacksonville, Florida 32210

000002649780--0

-09/28/98--01046--013

*****70.00 *****70.00

Address
CAPITAL CONNECTION, INC.
47 E. VIRGINIA ST. Ste
City/State/Zip Phone #
TALM., FL 32301

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2242
2/5/86

Examiner's Initials _____

205



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1998

PROFESSIONAL ADMINISTRATIVE SERVICES, INC.
6316 SAN JUAN AVE., SUITE 23
JACKSONVILLE, FL 32210

SUBJECT: CEDAR RIVER CLUB OF JACKSONVILLE, INC.
Ref. Number: W98000022142

We have received your document for CEDAR RIVER CLUB OF JACKSONVILLE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 298A00048621

ARTICLES OF INCORPORATION

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OF

CEDAR RIVER CLUB OF JACKSONVILLE, INC.

(A NON-PROFIT CORPORATION)

ARTICLE I - NAME

The name of this Corporation is Cedar River Club of Jacksonville, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The address of the initial principal office of this Corporation is 5700 San Juan Avenue, Jacksonville, Florida 32210.

ARTICLE III - PURPOSE

This Corporation is organized for the purposes of: (1) transacting any and all lawful business not for pecuniary profit; (2) providing the City of Jacksonville with a social club located on the westside of town with the facilities wherein business owners and professionals can meet in an atmosphere conducive to socialization, mutual improvement and fellowship; (3) promoting aquatic and boating sports activities and safety; and (4) developing and fostering fellowship and camaraderie among the Corporation's members and their families.

ARTICLE IV - DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than five (5) and not more than nine (9) persons. Each director shall be a member of the Corporation.

Directors shall be elected by the members as an annual meeting which shall be held at a time, on a date, and at a place to be fixed by the Bylaws of the Corporation. The manner of their election shall be provided for by the Bylaws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 200 East Forsyth Street, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Bruce J. Fletcher, Esq.

ARTICLE VI - INCORPORATOR

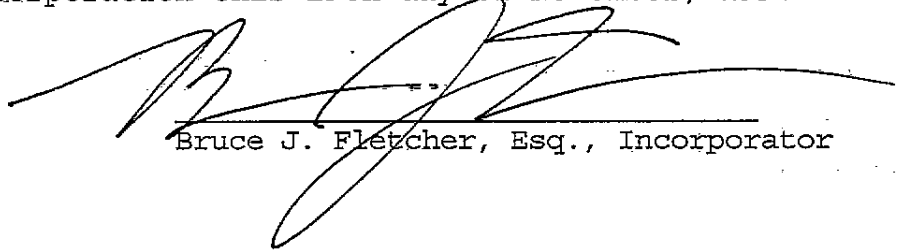
The name and address of the incorporator is Bruce J. Fletcher, Esq., 200 East Forsyth Street, Jacksonville, Florida 32202.

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and

any right conferred upon the members is subject to this reservation.

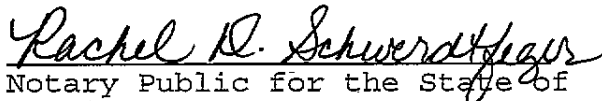
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of November, 1998.



Bruce J. Fletcher, Esq., Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 19th day of November, 1998, by Bruce J. Fletcher, Esq. He is personally known to me.



Notary Public for the State of Florida at Large

My Commission Expires:

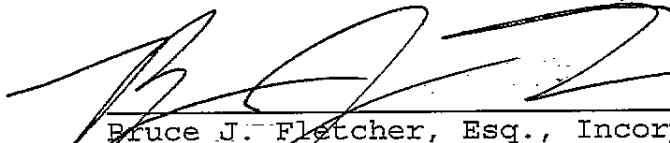
Commission Number:



**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

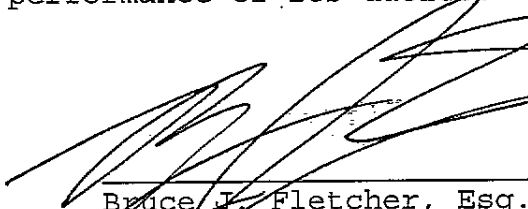
That Cedar River Club of Jacksonville, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Bruce J. Fletcher, Esq., located at 200 East Forsyth Street, Jacksonville, Florida 32202, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Bruce J. Fletcher, Esq., Incorporator.
Date: 11/19/98

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Bruce J. Fletcher, Esq. hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.



Bruce J. Fletcher, Esq.
Date: 11/19/98

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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