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W. E. Bishop, Jr., P.A.
ATTORNEY AT LAW

GERRI FIELD
LEGAL ASSISTANT

352 / 237-9225
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#14 DILLEN PLAZA
8720 S.W. S.R. 200
OCALA, FLORIDA 34476

June 15, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

300002920853--2
-07/01/99-01058-016
*****122.50 *****78.75

Re: First Florida Calvary, Inc.

Dear Sir:

Enclosed you will find original and one copy of Articles of Incorporation of FIRST FLORIDA CALVARY, INC., together with our check in the amount of \$122.50 to cover filing fee, resident agent's fee and certified copy.

If anything additional is required, please do not hesitate to call.

Sincerely,

W. E. BISHOP, JR., P. A.

Gerri Field
(Mrs.) Gerri Field
Legal Assistant

/f

enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL - 1 AM 11:20

FILED

Mrs. Gerri Field GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art's I, VII, VIII
DATE 7-7-99
DOC. EXAM CB

CB
6-22-99

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
FIRST FLORIDA CALVARY, INC.

ARTICLE I

The name of the Corporation is FIRST FLORIDA CALVARY, INC.
8130 SE 45th Street, Newberry, Florida 32669.

ARTICLE II

The period of duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE III

The primary purpose for which this corporation is organized is to include any and all legal activities permitted under the Laws of the State of Florida and the United states, and specifically to promote and encourage preservation of an historical event or events by re-creating such event(s) annually or more frequently, as desired. The corporation may undertake the actions necessary to further this general purpose. The purpose for which the corporation is organized is educational within the meaning of Section 501(c)(3) of the existing Internal Revenue Code or the corresponding provision of any future Internal Revenue Code.

ARTICLE IV

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection herewith.

No substantial part 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 (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Codes (or the corresponding provision of any future Internal Revenue Code), or (b) by a corporation contributions to which are deductible under the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Code).

ARTICLE V

The corporation shall commence with one member which shall be JAMES L. BISHOP.

ARTICLE VI

The street address of the initial registered office of the corporation is 8130 SE 45th Street, Newberry, Florida 32669.

The name of the initial registered agent at such address is JAMES L. BISHOP.

ARTICLE VII

There shall be three directors constituting the board of directors.

ARTICLE VIII

The name and address of the incorporator of this corporation is JAMES L. BISHOP, 8130 SE 45th Street, Newberry, Florida 32669.

ARTICLE IX

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss of judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such

person acted in good faith in the reasonable belief that such action was in or not opposed to, the best interests of the corporation and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order settlement, conviction or upon a pleas of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under Paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either by (1) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Paragraph (a) above upon a preliminary determination by the board of directors that such person has met the applicable standards of conduct set forth in Paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person or other parties represented in the same action, suit or proceeding by the counsel retained by the corporation that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article shall not constitute a waiver of the protection of Section 617.0285 Florida

Statutes , or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

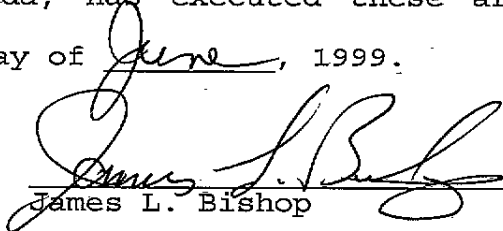
ARTICLE X

Management of Corporate Affairs shall be:

(a) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors shall be three; provided, however, that such number may be changed by addition of directors by unanimous action of the directors. The board of directors shall consist of such persons as may be chosen from time to time by a majority of the members. Each director shall serve until his successor is named by the Board of Directors.

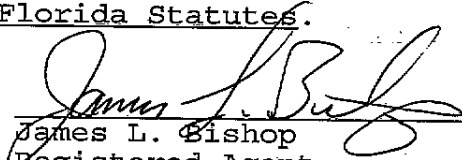
(b) Corporate Officers: The board of directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

The undersigned, being the incorporator of this corporation, for the purposes of forming this non-profit corporation under the Laws of the State of Florida, has executed these articles of incorporation on the 15 day of June, 1999.


James L. Bishop

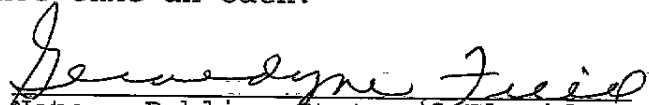
ACCEPTANCE OF RESIDENT AGENT

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Section 48.091 Florida Statutes.


James L. Bishop
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 15 day of June, 1999 by JAMES L. BISHOP, who is personally known and who did not take an oath.


Notary Public, State of Florida

My Commission expires:



Geraldine Field
MY COMMISSION # CC844225 EXPIRES
June 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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