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11990000006996
September 1, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002978021--9
-09/03/99--01022--004
*****78.75 *****78.75

RE: THE BREAKFAST CLUB OF OCALA, INC.

Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation of THE BREAKFAST CLUB OF OCALA, INC. and our check made payable to your order in the amount of \$78.75, representing filing fee (\$35.00), Registered Agent Designation (\$35.00) and one certified copy (\$8.75).

If you find these items to be in proper order, I would appreciate your returning the enclosed copy to me as a certified copy as soon as possible after the original is filed.

Yours truly,

Beverly A. Morris

Beverly A. Morris
For the Firm

BAM/smk
Enclosure: Articles of Incorporation
Check \$78.75

99 NOV 30 PM 2:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH NOV 30 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 13, 1999

PATTILLO, MCKEEVER & BICE, P.A.
P.O. BOX 1450
OCALA, FL 34478-1450

SUBJECT: THE BREAKFAST CLUB OF OCALA, INC.
Ref. Number: W99000023639

We have received your document for THE BREAKFAST CLUB OF OCALA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 399A00049496

ARTICLES OF INCORPORATION

OF

THE BREAKFAST CLUB OF OCALA, INC.
(Not for Profit)

FILED
99 NOV 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is THE BREAKFAST CLUB OF OCALA, INC. (a corporation not for profit), 2297 S.E. Laurel Run Drive, Ocala, Florida 34471.

Article II - Duration

This corporation shall exist perpetually commencing on the date these Articles of Incorporation are filed and approved by the Department of the State of Florida.

Article III - Purpose

This corporation is organized for the purpose of providing the members with the opportunity to:

1. Develop and support a business network for marketing and referral purposes at meetings and while working on civic and social projects.
2. Exchange information among members regarding their respective businesses. The exchange will occur by oral reports at meetings.
3. Promote the members' businesses by referring potential customers and leads to other members directly at meetings or by communications between meetings.

Article IV - Members

Memberships shall be accepted according to the following criteria:

1. The category applied for is not already filled;
2. The category applied for is not in direct competition with an already filled category; and
3. The Executive Committee, in its opinion, feels the membership will positively effect the club.

Prospective members must attend at least one meeting to make application to the group. They shall not attend more than two meetings without making application. Memberships are by individual, not business.

The membership fee is due at the time of application, with a renewal fee due every 365 days. All applications must be accompanied by cash or check.

No application will be denied due to age, race, creed, ancestry, national origin, sex, marital status, sexual orientation or mental, medical or physical disability.

A member is considered to be "in good standing" if he or she conducts himself or herself in a professional, business-like manner, has paid all current membership fees and has not missed more than three (unexcused) meetings in a cumulative 180 days. "In good standing" shall be interpreted to mean representing the high standards of The Breakfast Club of Ocala, Inc.

Memberships are non-transferable and membership fees are non-refundable.

The following categories are excluded from membership to The Breakfast Club of Ocala, Inc.: political candidates, multi-level marketers, clergy and any other non-business individuals which business cannot be referred.

Applicants must be actively operating in their category of business to be considered for membership.

Article V - Non-Profit Status

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under {501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under {170(c)(2) of the Internal Revenue Code

of 1986 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under {501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

Article VI- Initial Registered Office

The initial registered office of the corporation shall be located at 2297 S.E. Laurel Run Drive, Ocala, Florida. The initial registered agent of the corporation at that address shall be Beverly A. Morris.

The name of the initial registered agent of this corporation at the offices designated above is Beverly A. Morris, who has signed these Articles of Incorporation to indicate her acceptance and agreement to act in this capacity as contemplated by Section 607.164, Florida Statutes.

I hereby accept the appointment as Registered Agent of THE BREAKFAST CLUB OF OCALA, INC., and agree to act in that capacity.



Beverly A. Morris

Article VII-Directors

Once membership reaches twenty-five (25), the members will elect one (1) director per twenty-five (25) members with a maximum of five (5) directors. All members shall have the right to vote for the directors. The procedures for elections shall be set forth in the bylaws.

Article VIII - Incorporator

The name and residential address of the incorporator of this Corporation is Beverly A. Morris, 2297 S.E. Laurel Run Drive, Ocala, Florida 34471.

IN WITNESS WHEREOF, BEVERLY A. MORRIS has executed these Articles of Incorporation as incorporator this 29 day of November, 1999.

Beverly A. Morris
BEVERLY A. MORRIS

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 29 day of November, 1999, by BEVERLY A. MORRIS, who is personally known to me or who has produced as identification.

Suzanne M Kenney
Signature of Notary Public
State of Florida
Suzanne M Kenney
Notary's Printed Name



Suzanne M. Kenney
MY COMMISSION # CC744222 EXPIRES
July 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC

FILED
99 NOV 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA