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MANATEE RIVER FAIR ASSOCIATION, INC.**

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**AMENDED AND RESTATED
CHARTER OF THE
MANATEE RIVER FAIR ASSOCIATION, INC.**

The MANATEE RIVER FAIR ASSOCIATION, INC. does hereby publish and adopt this Amended and Restated Charter, pursuant to Chapter 616, Florida Statutes.

ARTICLE 1

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is: MANATEE RIVER FAIR ASSOCIATION, INC. ("Association" or "Corporation"), and the principal place of business and mailing address of this corporation shall be 1402 14th Avenue West, Palmetto, Florida 34221.

ARTICLE 2

OBJECT

2.1 The sole purpose of the Association is conducting and operating a public fair or exposition.

2.2 The Association is organized and incorporated pursuant to Chapter 616, Florida Statutes, as a fair association not-for-profit.

2.3 The purposes for which the Association is organized are charitable, cultural, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder. The objectives of the Association are to hold, provide and cause to be conducted, operated and carried on public fairs or expositions and to provide for the benefit and development of the agricultural, horticultural, livestock, and other resources of the State or any County or Counties of the State of Florida; to cause to be carried on and conducted County Fairs and to provide places for the display of stock, goods, wares, merchandise, and to afford opportunity for the owners thereof to display and

EXHIBIT

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exhibit any and all kinds of livestock, grains, vegetables, fruits, and products of every kind, and manufactured articles and machinery of all sorts, kinds, and classes manufactured for any and all purposes whatsoever; and to give premiums in any sums and amounts desirable and deemed justifiable for speed, quality, workmanship, beauty, and utility of any and all of the above mentioned articles; to own and hold sufficient and suitable real estate, buildings, and structures, tracks, and all other appurtenances and necessary places for the sufficient and proper exhibit from time to time as may be justified, required and supported by the people and the public generally; to own or lease and operate amusement organizations, lunch stands, concessions, riding devices, and other forms of amusements; or to hire the same on a percentage basis or otherwise, solely for the benefit of the Association. To further do and perform or cause to be done and performed each, any and all of the facts and things insofar as the same may be incidental to, or included in all or any of the general powers given the Association, under the laws of the State of Florida, provided, however, that the Association may not exercise any power, either expressed or implied, in such a manner as would disqualify the Association from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Notwithstanding the powers and purposes enumerated in this Charter, the Association shall comply with all the statutory provisions governing public fairs and expositions, and the Association shall be restricted as follows: no part of the net earnings of the Association shall inure to the benefit of any Board member, member of the Association, officer, or other associate or representative of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall

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be entitled to share in the distribution of the Association's assets upon dissolution of the Association, nor shall a substantial part of the Association's activities be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Other provisions of this Charter notwithstanding, the Association shall not carry on any other activities not permitted to be undertaken by: (a) a corporation exempt from federal income tax under Section (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provisions of any future United States Internal Revenue law.

ARTICLE 3

MEMBERSHIP

Any reputable resident of Manatee County, Florida, shall be eligible for membership in the Association, upon payment of registration fee to be fixed by the Board of Directors of the Association. A member of the Association may be expelled therefrom by a two-thirds (2/3) vote of those Directors present at a duly held meeting of the Board of Directors.

Any member may resign his or her membership at any time and such resignation shall be effective when submitted in writing to the Secretary of the Association. Membership in the Association shall terminate upon the occurrence of any of the following events: Expiration of a member's term, including the death of a member; A member ceases to meet the qualifications for membership or, Upon determination by the affirmative vote of two-thirds (2/3) of those

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Directors present at a duly held meeting of the Board of Directors present at the meeting on which such action is considered that a member has engaged in conduct which is deemed detrimental to or in conflict with the best interest of the Association.

ARTICLE 4

DURATION

The term of existence of the corporation is perpetual.

ARTICLE 5

SUBSCRIBERS

The following is a list of the names and residences of the original subscribers for the formation of the corporation, to-wit:

Name:	Residence:
F.C. Lloyd	Palmetto, Florida
Hoke S. Hughes	Palmetto, Florida
S.F. Peters	Palmetto, Florida
Wm. G. Anthony	Palmetto, Florida
LeRoy Searcy	Palmetto, Florida
Chas. H. Mathis	Palmetto, Florida
L. M. Schulstad	Palmetto, Florida
W. T. Jordan	Palmetto, Florida
H. C. Slaughter, Jr.	Palmetto, Florida
Wm. M. Snyder	Palmetto, Florida
Henry E. Manry	Palmetto, Florida
M. V. Meekison	Palmetto, Florida

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E. W. Smith	Palmetto, Florida
R. E. Bradley	Palmetto, Florida
P. B. White	Palmetto, Florida
M. Jensen	Palmetto, Florida
John L. Regan	Palmetto, Florida
D. B. Whittle	Palmetto, Florida
P. B. Armstrong	Palmetto, Florida
A. J. Floyd	Palmetto, Florida
C. J. Mundee	Palmetto, Florida
W. R. Pierce	Palmetto, Florida
S. Bird	Palmetto, Florida
W. H. Cox	Palmetto, Florida
Don Fuqua	Palmetto, Florida
B. F. Mount	Palmetto, Florida
J. Ben Fuqua	Palmetto, Florida
J. T. Frierson	Palmetto, Florida
C. L. Baker	Palmetto, Florida
Massey Edwards	Palmetto, Florida
Albert S. Overby	Palmetto, Florida
C. D. Moore	Palmetto, Florida
V. D. Hunt	Palmetto, Florida
Jack W. McClure	Palmetto, Florida
Chas. E. Haley, Jr.	Palmetto, Florida

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ARTICLE 6

OFFICERS AND MANAGEMENT OF CORPORATE AFFAIRS

6.1. The Board of Directors shall have full, absolute and complete authority to manage the affairs of the Association. The Board of Directors shall be comprised of not less than 25 directors and no more than 30 directors.

~~6.2. Directors of the Association shall be elected and removed as specified by the~~
Bylaws of the Association for a term of three (3) years.

6.3 Annual meetings shall be held each year at the registered office of the Association, or at such other place or places as the Board of Directors may designate from time to time by resolution.

6.4 The Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Association affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the Bylaws.

6.5 The officers of the Association shall be a President, Vice President, Treasurer, and a Corporate Secretary. The President, Vice President, Treasurer and the Corporate Secretary shall be elected from among the members of the Board of Directors. The Board of Directors may also, at any time and from time to time, elect other officers and assistant officers, and fill any vacancy that may exist in any such office as a result of resignation, death or removal of the officer holding the same. No elected officer may hold more than one elected office. Each officer shall have authority to perform the duties that pertain to the office held by him or her, or as set forth in this Charter or, to the extent consistent with the Bylaws, such duties as may be prescribed by the Board of Directors from time to time.

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The President, or in his or her absence, the Vice President, shall preside at all meetings of the Board of Directors and members of the Association and shall perform such other functions and duties as called upon by the Board of Directors from time to time.

ARTICLE 7

OFFICERS

The names of the officers and directors who are to manage and conduct all of the affairs of the Association until expiration of their term are as follows:

President Jon R. Neuhauser

Vice President Pat Kennedy

Treasurer Patrick G. Bryant

Assistant Treasurer Hugh Taylor

Corporate Secretary Dianna B. Baker

Assistant Secretary James Parks

and

Mark P. Barnebey

Daniel S. Hager

Mitchell John

Andrew Minor

Jon R. Neuhauser

James Parks

Tom Roland

Brian Williams

Gerry Wolfe

David L. Carlson

Lynn Howell

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Pat Kennedy

Bob Sweat

Hugh Taylor

Craig Trace

Danny Alfonso

Dianna B. Baker

Patrick G. Bryant

Jason Harper

Travis Longpre

Allen Tusing

Robert Westbrook

Tamara C. Brunner

Larry Bustle

Robert Gause

Samantha Kennedy

Rick Wells

W. Brad Steube

Kim Dalglish

Patty Keen-Freed

will serve as the Board of Directors for the Association until their successors are elected at the next duly held annual meeting of the members of the Association.

ARTICLE 8

AMENDMENT OF BYLAWS

The Bylaws of the Association may be made, altered, rescinded, added to, or new Bylaws may be adopted, by the Board of Directors by an affirmative vote of no less than two-thirds (2/3) of those Directors present at a duly held meeting of the Board of Directors. Any proposed

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amendments or modifications to the Bylaws shall be submitted to each Director no less than fifteen (15) days prior to the vote on the amendment(s).

ARTICLE 9

INDEBTEDNESS

The Association may subject itself to indebtedness or liability in an aggregate sum not greater than \$1,000,000.00. However, any time current outstanding indebtedness exceeds \$500,000.00, any new indebtedness must be approved by at least two-thirds (2/3) vote of those Directors present at a duly held meeting of the Board of Directors.

ARTICLE 10

AMENDMENT TO CHARTER

Amendments to this Charter may be proposed by simple majority vote of those Directors present at a duly held meeting of the Board of Directors and may be adopted by two-thirds (2/3) vote of those Directors present at a duly held meeting of the Board of Directors of the Association. Any proposed amendments or modifications to this Charter shall be submitted to each Director no less than fifteen (15) days prior to the vote on the amendment(s).

ARTICLE 11

REGISTERED AGENT

The name of the Association's registered agent, and the address of the registered office, in the State of Florida, is as filed with the Florida Secretary of State.

ARTICLE 12

DISSOLUTION

The Association may dissolve by resolution of no less than two-thirds (2/3) vote of those Directors present at a duly held meeting of the Board of Directors. The resolution and proposal

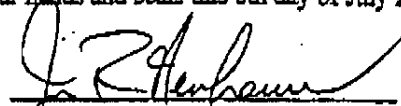
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for distribution of its assets shall be submitted to the Department of Agriculture and Consumer Services ("Department") for approval. Upon approval and upon publication of notice of dissolution and proof that all indebtedness of the Association has been paid and that there are no outstanding or pending claims, the resolution and articles of dissolution shall be presented to the Circuit Court in and for Manatee County, Florida for entry of a decree of dissolution and order of ~~distribution of remaining assets.~~

This Amended and Restated Charter was duly adopted by the members of the Association at a duly held meeting of the members on the 5th day of May 2015, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, we hereby set our hands and seals this 8th day of July 2014.


By: Jon R. Neuhauser, its President

ATTEST:


By: Dianna B. Baker, its Corporate Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, the undersigned authority, personally appeared Jon R. Neuhauser and Dianna B. Baker who are personally known to me and who being duly sworn, acknowledged to me that they are the President and Secretary, respectively, of the Manatee River Fair Association, Inc. and the persons who executed the foregoing Amended and Restated Charter, and that they executed the same for the purposes therein expressed.

Acknowledged before me this 8th day of July 2015.

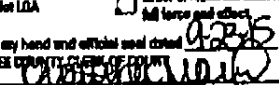



Notary Public - State of Florida
PATRICK G. BRYANT



STATE OF FLORIDA, COUNTY OF MANATEE
This is to certify that the foregoing is a true and correct copy of the document on file in my office.

<input checked="" type="checkbox"/> No Reductions	<input type="checkbox"/> Reduced pursuant to law
<input checked="" type="checkbox"/> Full Document	<input type="checkbox"/> Page _____ of _____
<input checked="" type="checkbox"/> Not LSA	<input type="checkbox"/> Letter of Administration is in full force and effect

Witness my hand and official seal dated 9/23/15
MANATEE COUNTY CLERK OF COURT
By: 
Deputy Clerk

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DIVISION OF MARKETING AND DEVELOPMENT
BUREAU OF STATE FARMERS' MARKETS
(850) 617-7380
(850) 617-7381 FAX



THE MAYO BUILDING
407 SOUTH CALHOUN STREET
TALLAHASSEE, FLORIDA 32399-0800

FLORIDA DEPARTMENT OF AGRICULTURE AND CONSUMER SERVICES
COMMISSIONER ADAM H. PUTNAM

July 25, 2014

Lance Fuchs, Esq.
Foster & Fuchs
4425 Military Trail
Suite 109
Jupiter, FL 33458

Dear Mr. Fuchs:

Enclosed please find Endorsement of Approval to the Amended and Restated Charter of the Manatee River Fair Association, Inc.

According to Florida Statutes 616.05, your documents appear to be in order and the Florida Department of Agriculture and Consumer Services hereby approves the proposed amended charter as submitted. The remaining steps the charter amendment process per Section 616.05 F.S., are:

"...when approved [by the Department], the proposed amendment, upon publication of notice, placement on file in the office of the clerk of the circuit court and in the office of the department, the rendering of a decree of the circuit judge approving and allowing the amendment, and being recorded in the clerk's office, shall be incorporated into the original charter."

When you have completed the approval process please send charter and decree to my attention at the above address. If I may be of further assistance, please do not hesitate to contact me at the Bureau of State Markets, phone (850) 617-7384. Thank you.

Sincerely,

Carl Penn
Fairs and Expositions

Enclosure

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ENDORSEMENT OF AMENDED AND RESTATED CHARTER

MANATEE RIVER FAIR ASSOCIATION, INC.

THE ABOVE and foregoing instrument having been duly presented to the Florida Department of Agriculture and Consumer Services, Division of Marketing and Development, Fair and Expositions, and the same having been found to be in proper form and for an object authorized by Chapter 616, Florida Statutes, it is hereby approved in accordance with the provisions of said statute.

DATED IN THE offices of Division of Marketing and Development, at Tallahassee, Florida, this 25th day of July, 2014.

Carl Penn

Carl Penn, Fairs and Expositions

STATE OF FLORIDA
COUNTY OF LEON

I certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carl Penn, Division of Marketing and Development, Fairs and Expositions, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of July, 2014.

NOTARY PUBLIC

SEAL

My Commission expires:



Shirley Catalfamo

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IN THE CIRCUIT COURT OF THE TWELFTH JUDICIAL
CIRCUIT AND FOR MANATEE COUNTY, FLORIDA

IN RE: AMENDED AND CASE NO. 2015 CA 003210
RESTATED CHARTER OF THE
MANATEE RIVER FAIR CIVIL DIVISION
ASSOCIATION, INC.



FILED IN
OPEN COURT.

SEP 11 2015

MANATEE COUNTY
CLERK OF CIRCUIT COURT
BY: [Signature] DEPUTY CLERK

**ORDER GRANTING PETITION TO APPROVE AMENDED AND RESTATED
CHARTER OF THE MANATEE RIVER FAIR ASSOCIATION, INC.**

THIS CAUSE have come on to be heard on the Petition of the Manatee River Fair Association, Inc., a corporation not for profit, organized under Chapter 616 of the Florida Statutes and existing under the laws of the State of Florida, asking the Court to Approve its Amended and Restated Charter, and it appearing to the Court that the Department of Agriculture and Consumer Services has approved the Amended and Restated Charter and that notice as required by law was published and that no person has made any appearance or filed any pleadings of any kind whatsoever in objection thereto, and the Court being otherwise fully advised in the premises, and in consideration thereof, it is

ORDERED AND ADJUDGED that Petitioner's Petition To Approve the Amended And Restated Charter of the Manatee River Fair Association, Inc. is granted and shall be amended and restated to read as stated in Exhibit "A", attached hereto and made a part hereof.

DONE AND ORDERED in Bradenton, Manatee County, Florida this 11th day of September 2015.

John F. Lakin, Circuit Judge

Copies furnished to: Patrick G. Bryant, Esq., P.O. Box 9266, Bradenton, Florida 34206

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