

Gary S. Edinger

Attorney at Law

305 N.E. 1st Street • Gainesville, FL 32601 • Phone (352) 338-4440 • FAX (352) 337-0696

NO000000001435

February 24, 2000

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of The Alachua County Hospitality Council, Inc.,
a not-for-profit corporation

500003147635--6
-02/25/00-01064--004
*****122.50 *****78.75

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following items:

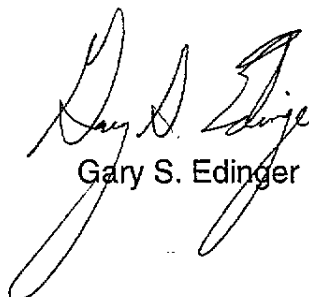
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
TOTAL	\$122.50

FILED
00 FEB 25 PM 3:35
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

Gary Edinger GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I
DATE 3-6-90
DOC. EXAM AK

gse
Enclosures

CC.
3/1/00

ARTICLES OF INCORPORATION
OF
THE ALACHUA COUNTY HOSPITALITY COUNCIL, INC.

FILED
00 FEB 25 PM 3:35
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation being a natural person competent to contract, hereby forms a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this not-for-profit corporation is THE ALACHUA COUNTY
HOSPITALITY COUNCIL, INC.

c/o University of Florida Hotel and Conference Center
1714 S.W. 34th St.
Gainesville, Florida 32608

ARTICLE II

General Nature of Business

This not-for-profit corporation is being incorporated for the following purposes and shall conduct its business so as to enhance and further the following goals:

- A. To facilitate and develop hospitality-related revenue growth in Alachua County, Florida;
- B. To foster a cooperative effort within the hospitality industry by promoting opportunities for the exchange of ideas;
- C. To create a forum for two-way communications with the Visitors and Convention Bureau;
- D. To assist members to improve their professional performance through timely educational development within the local hospitality industry.

ARTICLE III

Membership

The initial Members of the Corporation shall be KARL KAUFMANN, RICK FERREE and MATT DUNN. Additional members shall be admitted to the Corporation upon submission of a membership application on a form approved by the Board of Directors. In order to be qualified for membership, the applicant must be a hospitality business or an individual employed in a hospitality-related business. Hospitality businesses are generally defined as those which involve hotels and motels, airlines, rental car agencies, travel agencies, local tourist attractions and parks, tour operators, railroads, local planning agencies, hospitality educators and the Visitors and Convention Bureau and Tourist Development Council.

Business members shall be represented by a single person who shall be entitled to vote on behalf of that business. Individual members will be entitled to an individual vote. Nothing shall preclude an individual from being both an individual member and the representative of a business member.

Continued membership shall be conditioned upon payment of annual dues. For the first calendar year that the Corporation operates, the annual dues shall be \$50.00 per member. Thereafter, the annual dues shall be set by the Board of Directors. Membership privileges shall be forfeited in the event that any member fails to pay the annual dues within 60 days of written notice of delinquency.

Furthermore, continued membership shall be conditioned upon regular attendance at the monthly meetings of the Corporation. Members (individually or by representative in the event of a business member) who fail to attend 75% of the monthly meetings shall forfeit their membership privileges.

In the event that a member forfeits his membership privileges, that member may be reinstated in the same manner as a new member, upon application, approval of the Board of Directors and payment of the annual dues.

ARTICLE V

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles with the Florida Department of State.

ARTICLE VI

Initial Registered Office and Agent

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

KARL KAUFMANN
c/o University of Florida Hotel and Conference Center
1714 S.W. 34th Street
Gainesville, Florida 32608

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

The Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws

adopted by the Members, but shall never be less than three nor more than ten.

Directors shall be Members of the Corporation.

ARTICLE VIII

Initial Directors

The names of the initial Directors of this Corporation and their street addresses are:

Name	Address
KARL KAUFMANN	c/o University of Florida Hotel and Conference Center 1714 S.W. 34th Street Gainesville, Florida 32608
RICK FERREE	c/o Holiday Inn University Center 1250 West University Avenue Gainesville, Florida 32601
MATT DUNN	c/o University of Florida Hotel and Conference Center 1714 S.W. 34th Street Gainesville, Florida 32608

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are appointed by majority vote of the Board of Directors. In the event that no quorum of Directors can be raised to appoint a successor Director, a majority in interest of the Members may select a successor Director.

ARTICLE IX

Initial Officers

The affairs of the Corporation shall be managed by its Officers who are to

serve until the first election or appointment as specified in the By-Laws of the Corporation. The initial Officers are as follows:

President:	KARL KAUFMANN c/o University of Florida Hotel and Conference Center 1714 S.W. 34th Street Gainesville, Florida 32608
Treasurer	RICK FERREE c/o Holiday Inn University Center 1250 West University Avenue Gainesville, Florida 32601
Secretary	MATT DUNN c/o University of Florida Hotel and Conference Center 1714 S.W. 34th Street Gainesville, Florida 32608

ARTICLE X

Meetings

The Corporation shall hold monthly meetings of the Members at a place or places to be determined by the Board of Directors from time to time. Unless otherwise agreed by a majority vote of the Members and the Board of Directors, meetings shall take place in Alachua County, Florida.

Meetings of the Board of Directors shall also take place monthly and shall be closed to the members except when members are present by invitation of the Board.

Special meetings of the Members and/or the Directors, in addition to the monthly meetings, may take place at such times and places as may specified in the Corporation's By-Laws.

ARTICLE XI

Indemnification

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida Statutes, §617.0831 (1999).

ARTICLE XII

Incorporator

The name and street address of the person signing these Articles is:

Name

Address

KARL KAUFMANN

c/o University of Florida
Hotel and Conference Center
1714 S.W. 34th Street
Gainesville, Florida 32608

ARTICLE XIII

Amendment

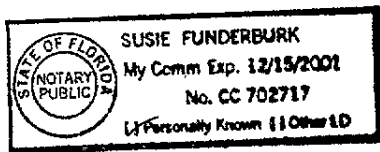
These Articles of Incorporation may be amended by a majority vote of the Board of Directors at the annual meeting or any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

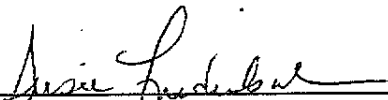
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21 day of February, 2000.


KARL KAUFMANN

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared KARL KAUFMANN, to me well known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 21 day of February, 2000.




NOTARY PUBLIC, State of Florida
My Commission Expires: 12/15/2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

The following is submitted, in compliance with Section 48.091, Florida Statutes:

That THE ALACHUA COUNTY HOSPITALITY COUNCIL, INC., a not for profit corporation desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Gainesville, County of Alachua, State of Florida has named KARL KAUFMANN located at the c/o University of Florida Hotel and Conference Center, 1714 S.W. 34th Street, City of Gainesville, County of Alachua, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping open said office.

BY:


KARL KAUFMANN

FILED
00 FEB 25 PM 3:35
TALLAHASSEE, FLORIDA