

N00000002153

EFFECTIVE DATE  
3-24-00

FILED

00 MAR 28 PM 6:02

Law Office of  
**David B. McEwen, P.A.**

March 24, 2000

150 Second Ave. N.  
Suite 1500  
St. Petersburg, FL 33701

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA  
(727) 896-1600  
FAX (727) 894-4444  
E-MAIL: dbmcewen@tampabay.rr.com  
Or dbmcpao@justicemail.com

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

BY FEDERAL EXPRESS #8132-0125-4720-0215

200003187332--4  
-03/28/00--01059--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: International Independent Showmen's Museum Corporation

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$78.75 to cover the following fees:

Minimum Charter Tax	\$ 0.00
Filing Fee	35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
<b>TOTAL:</b>	<b>\$ 78.75</b>

Please file the original Articles and return to me a certified copy of same. Thank you.

Sincerely,



David B. McEwen

DBM:kc

Enclosures (2)

cc: Mrs. Carol Sikes, IISA  
(Enclosure)

C:\MyFiles\Client Files\I.I.S.A\I.I.S.M. (museum)\secy-state-ltr.wpd

D. BROWN MAR 31 2000

**EFFECTIVE DATE**  
3-24-00

**FILED**  
00 MAR 28 PM 6:02

**Articles of Incorporation of  
International Independent Showmen's Museum Corporation  
a Florida Corporation Not for Profit**

**ARTICLE 1. NAME.** The name of this corporation is International Independent Showmen's Museum Corporation.

**ARTICLE 2. ENABLING LAW.** This corporation is organized pursuant to the Corporations Not For Profit Law of the State of Florida, as set forth in the Florida Statutes.

**ARTICLE 3. PURPOSE.** The Corporation is organized in order to engage in lawful purposes, not for pecuniary profit. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

**ARTICLE 4. EFFECTIVE DATE AND TERM.** The existence of this Corporation shall begin on the date the Incorporators sign these articles. This Corporation shall have a perpetual existence.

**ARTICLE 5. INCORPORATORS.** The names and residences of the subscribers to these Articles of Incorporation are as follows:

Barbara Larkee  
11812 Gordon Drive  
Riverview, Florida 33569

Larry J. Carlton aka/Joe Royal  
1005 Prevatt Street  
Gibsonton, Florida 33534

Phillip Hoskins  
6915 Riverview Drive  
Riverview, Florida 33569

**ARTICLE 6. MEMBERSHIP.** The authorized number, qualifications manner of admission of members of this Corporation, manner of termination of membership of this Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of membership shall be as set forth in the Bylaws of this Corporation.

**ARTICLE 7. MANAGEMENT OF CORPORATE EXISTENCE.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than three (3) directors. The number of directors herein provided for may be changed by a Bylaw duly adopted by the members entitled to vote. Directors shall be elected annually by

majority vote of the membership.

The names and addresses of the persons constituting the first board of directors who are to act in that capacity until the section of their successors are those identical persons listed in Article 5 as Incorporators.

**ARTICLE 8. LOCATION OF REGISTERED OFFICE; IDENTIFICATION OF REGISTERED AGENT.** The address of this Corporation's initial principal office in the State of Florida is 6915 Riverview Drive, Riverview, Florida (33569).

The name of this Corporation's initial registered agent is David B. McEwen, Esquire, David B. McEwen, P.A., 150 Second Avenue North, Suite 1500, St. Petersburg, Florida 33701.

**ARTICLE 9. PRINCIPAL PLACE OF BUSINESS:** The corporation's principal office and mailing address are as follows:

6915 Riverview Drive, Riverview, Florida 33569

**ARTICLE 10. BYLAWS.** Bylaws will be hereinafter adopted by the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this Corporation.

**ARTICLE 11. AMENDMENT TO ARTICLES.** Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members of the Corporation.

**ARTICLE 12. DISSOLUTION.** This Corporation shall be dissolved and its affairs wound up by a two-thirds (2/3) vote of the Corporation's voting members or when the objects for which the Corporation is organized has been fully accomplished. Distribution of the assets of the Corporation, upon dissolution and final liquidation, shall be as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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 in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 Code, or corresponding section of any future Federal tax code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

**ARTICLE 13. NO LOBBYING.** No part of the activities of this corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, any political campaign on behalf of any candidate for public office.

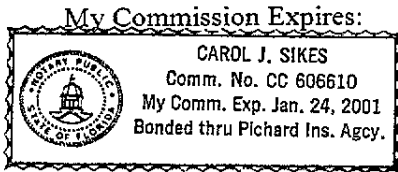
*Barbara Larkee*  
\_\_\_\_\_  
Barbara Larkee

STATE OF FLORIDA                    )  
COUNTY OF HILLSBOROUGH )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County above, personally appeared Barbara Larkee to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 24<sup>th</sup> day of March, 2000.

*Carol J. Sikes*  
\_\_\_\_\_  
Printed Name: CAROL J. SIKES  
NOTARY PUBLIC  
Commission Number: \_\_\_\_\_



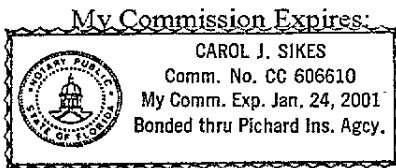
*Larry J. Carlton AKA Joe Royal*  
\_\_\_\_\_  
Larry J. Carlton aka Joe Royal

STATE OF FLORIDA                    )  
COUNTY OF HILLSBOROUGH )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County above, personally appeared Joe Royal to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 24<sup>th</sup> day of March, 2000.

Carol J. Sikes  
Printed Name: CAROL J. SIKES  
NOTARY PUBLIC  
Commission Number: \_\_\_\_\_

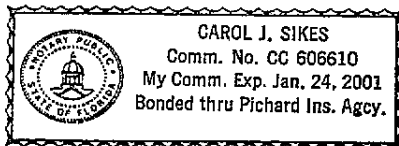


Phillip Hoskins  
Phillip Hoskins

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County above, personally appeared Phillip Hoskins to me well known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 24<sup>th</sup> day of March, 2000.



Carol J. Sikes  
Printed Name: CAROL J. SIKES  
NOTARY PUBLIC  
Commission Number: \_\_\_\_\_

My Commission Expires:

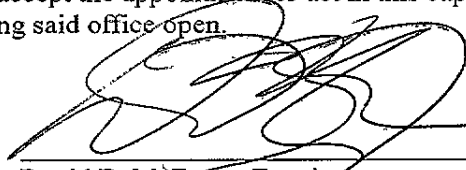
**Certificate Designating Place of Business or Domicile  
For The Service of Process Within This State, Naming Agent  
Upon Whom Process May Be Served**

The following is submitted in compliance with Chapter 48.091 and Chapter 617.013(22)(e) of the Florida Statutes:

International Independent Showmen's Museum Corporation, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation in Tampa, Hillsborough County, Florida, has named David B. McEwen, Esquire, David B. McEwen, P.A., 150 Second Avenue North, Suite 1500, St. Petersburg, Florida 33701, as its agent to accept service of process within this state.

ACCEPTANCE:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.



David B. McEwen, Esquire  
Registered Agent

00 MAR 28 PM 6:02  
SECRETARY OF STATE  
TAMPA, FLORIDA