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Division of Corporations

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Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

KREWE OF MASSALINA, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

KREWE OF MASSALINA, INC.
A Florida Not-for-Profit Corporation

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form(s) a corporation, not for profit, under the laws of the State of Florida; and further agree(s) to the following conditions of said corporation.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is KREWE OF MASSALINA, INC., with its principal place of business at 123 Beach Drive, Panama City, Florida 32401, and mailing address of P.O. Box 347, Panama City, Florida 32402.

ARTICLE II
COMMENCEMENT OF CORPORATION EXISTENCE

The corporation shall commence corporate existence immediately upon filing of these Articles and acceptance by the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES

The specific and primary purpose for which this corporation is formed is the furtherance of the celebration of Mardi Gras in the City of Panama City.

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy,
Thompson & Harrison
P.O. Box 1579
Panama City, Florida 32402
(850) 769-3434
FAX AUDIT #H00000018509 0

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TALLAHASSEE, FLORIDA

ARTICLE IV
BOARD OF DIRECTORS

The corporation shall have 9 Directors initially. The business and property of the corporation shall be managed and controlled by the Board of Directors. The number of directors may be set from time to time by the By-Laws, except that the number shall at no time be less than three.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors and officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
William Smith	123 Beach Drive Panama City, FL 32401	Director	President
Janet Kessler	2801 W. 11 th Street Panama City, FL 32401	Director	Secretary
Patti Greenlee	2502 N. Cedar Lane Panama City, FL 32401	Director	Treasurer
Emily Dowdy	356 Massalina Drive Panama City, FL 32401	Director	
Maxie McPherson	3913 Risa Drive, F-1 Panama City, FL 32401	Director	
Edward Martin	1904A Tyndall Drive Panama City, FL 32401	Director	
Kathryn Miller	1009 LaPaloma Terrace Panama City, FL 32401	Director	
Arlene Smith	123 Beach Drive Panama City, FL 32401	Director	
Mark DeShields	609 E. 2 nd Street Panama City, FL 32401	Director	

ARTICLE VI
PROHIBITED ACTIVITIES

The corporation shall not allow any expenditure of any part of the net earnings of the corporation

to inure to the benefit of any member, director or officer of the corporation, (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation, or shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate of public office.

ARTICLE VII BY-LAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE VIII INDEMNIFICATION

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of the majority of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-Laws.

ARTICLE X INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is Janet Kessler, 2801 W. 11th Street, Panama City, Florida 32401.


ARTICLE XI REGISTERED AGENT

The name of the registered agent of this corporation is Janet Kessler, located at 2801 W. 11th Street, Panama City, FL 32401.

ARTICLE XII
APPOINTMENTS

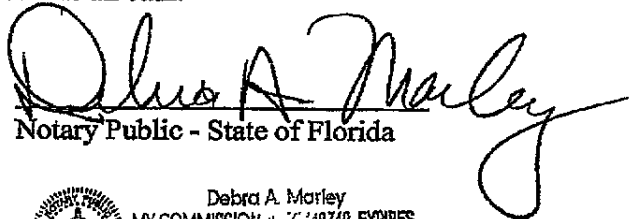
The method of election of directors is as stated in the By-laws.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation on April 21, 2000, pursuant to Section 617.01201(6)(b), Florida Statutes, as amended.


JANET KESSLER

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 21st day of April, 2000, by Janet Kessler, who is personally known to me and who did/did not take an oath.


Notary Public - State of Florida



Debra A. Marley
MY COMMISSION # TC149740 EXPIRES
July 2, 2002
BONDED THRU TROY FARM INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that KREWE OF MASSALINA, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 123 Beach Drive, Panama City, Florida 32401, has named Janet Kessler, located at 2801 W. 11th Street, Panama City, Florida 32401, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



JANET KESSLER
Registered Agent

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00 APR 24 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA