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THE MILLHORN LAW FIRM

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June 29, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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*****78.75 *****78.75

RE: SWAMP TIME BOOGIE CHARITY PRODUCTION FUND, INC.

Dear Division of Corporations:

Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$ 35.00
TOTAL	\$ 78.75

Please return the certified copy to my office. Thank you for your kind cooperation

Sincerely,
THE MILLHORN LAW FIRM



Michael D. Millhorn
Attorney at Law

encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SWAMP-TIME BOOGIE CHARITY PRODUCTION FUND, INC.

ARTICLE I - NAME

The name of this corporation shall be:

SWAMP-TIME BOOGIE CHARITY PRODUCTION FUND, INC.

and the principal mailing address of the corporation is:

1214 Flores Avenue, The Villages, Florida 32159

ARTICLE II - PURPOSES

The Corporation is a not-for-profit Corporation and the purposes of the Corporation are:

1. To give primacy to the human and spiritual rather than to the material values of life.
2. To promote the adoption and the application of higher social standards.
3. To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
4. To provide through this organization, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
5. To promote and apply the arts, and unite their application under a strong, meaningful central theme, to foster greater appreciation and productivity, especially in teens and young adults.
6. To do all such things as are incidental or conducive to the attainment of the above objects.
7. To assist needy persons, particularly young people; through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, all within the purview of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder.

This Corporation does not contemplate the distribution of gains, profits, or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof, shall inure to the benefit of any member or any other individual.

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TALLAHASSEE, FLORIDA

ARTICLE III - DURATION

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE IV - QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

The qualification for membership are:

1. Expression of interest in the Corporation's purpose.
2. Meeting the requirements for membership as established by the by-laws.

The manner of admission shall be:

- (a) A proposal for membership shall be submitted to the Secretary or the Committee on Membership Development.
- (b) The proposal for membership shall be referred to the Board of Directors and shall be acted upon by the Board of Directors after a period of two (2) weeks.
- (c) At a meeting of the Board of Directors at which a quorum is present, members shall be elected by a two-thirds vote of those present.
- (d) Upon favorable action by the Board of Directors, the new members shall be personally notified concerning the action of the Board.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the Registered Office of this Corporation is:

1214 Flores Avenue, The Villages, Florida 32159

and the name of the Registered Agent at that address is:

LAWRENCE E. PEDDRICK

ARTICLE VI - PRESENT BOARD OF DIRECTORS

This Corporation shall be managed by a Board of Directors which shall consist of the Officers and of ten (10) elected Directors. The Board of Directors shall be elected annually as directed by the by-laws. The number of the Officers constituting the Board of Directors of the Corporation are ten (10), and the names and addresses of the persons who are to serve as Directors are:

LAWRENCE E. PEDDRICK
1214 Flores Avenue
The Villages, Florida 32159

MICHELLE N. JETT
3240 SW 34th Street #605
Ocala, Florida 34474

DOLORES HART
The Villages, Florida 32159

LINDA D. TETTA
1703 Sonora Street
The Villages, Florida 32159

KATHERINE A. CURTIN
2800 Privada Drive
The Villages, Florida 32159

NADIA M. PEDDRICK
1214 Flores Avenue
The Villages, Florida 32159

RICHARD E. SHENK
1609 Myrtle Beach Drive
The Villages, Florida 32159

MARLENE STAUB WEST
The Villages, Florida 32159

JOHN CHRISTOPHER JETT
3240 SW 34th Street #605
Ocala, Florida 34474

JOHN J. CURTIN, Sr.
2800 Privada Drive
The Villages, Florida 32159

ARTICLE VII - STOCK

This Corporation is organized under a non-stock basis.

ARTICLE VIII - OFFICERS

The Officers of this Club shall be a President, a Vice-President, a Secretary, and Treasurer. The Officers of the Corporation shall be elected by the Board of Directors, annually pursuant to the by-laws.

ARTICLE IX - DISSOLUTION

In the event of the Dissolution of this Corporation, after paying or adequately providing for the debts or obligations of this Corporation, the Directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this Corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A Corporation, Trust, or Community Chest, Fund, or Foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual;

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in sub-paragraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation, organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

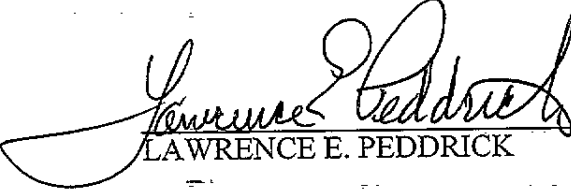
If the Corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by the decree of the superior court in the county in which the dissolved Corporation had its principal office, upon petition therefor, by the Attorney General, or any person concerned in the liquidation.

ARTICLE X - INCORPORATORS

The names and addresses of each person signing these Restated Articles of Incorporation are:

LAWRENCE E. PEDDRICK
1214 Flores Avenue
The Villages, Florida 32159

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 2nd day of June, 2000.


LAWRENCE E. PEDDRICK

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared LAWRENCE E. PEDDRICK, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of **SWAMP-TIME BOOGIE CHARITY PRODUCTION FUND, INC.**, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28 day of June, 2000.

(SEAL)



Christine S. Youngblood
MY COMMISSION # CC763630 EXPIRES
July 30, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Christine S. Youngblood

Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 28th DAY OF June, 2000.

Lawrence E. Peddrick

LAWRENCE E. PEDDRICK

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JUL 10 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA