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FLORIDA NON-PROFIT CORPORATION
WINTER WONDERLAND, INC.

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**ARTICLES OF INCORPORATION
OF
WINTER WONDERLAND, INC.**

We, the undersigned, do hereby join and associate ourselves together for the purpose of creating and becoming a Corporation, non-profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be Winter Wonderland, Inc. The address of the Corporation's principal place of business is 301 32nd Street West, Bradenton, FL 34205, and its mailing address is 301 32nd Street West, Bradenton, FL 34205. The initial registered agent is Marianne P. Barnebey, and the street address of its initial registered office is 301 32nd Street West, Bradenton, FL 34205.

ARTICLE II

OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

1. To plan, organize, raise funds for, advertise, market, promote, conduct, and pay for the Winter Wonderland festival in Bradenton, Florida.
2. To do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.
3. To engage in all other activities not prohibited by the Laws of Florida and to have all other powers given not-for-profit corporations under the Laws of Florida.

ARTICLE III

QUALIFICATIONS OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as regulated by the Bylaws.

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ARTICLE IV

TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence.

ARTICLE V

NAMES AND ADDRESS OF INCORPORATORS

Marianne P. Barnebey
301 32nd Street West
Bradenton, FL 34205

Patricia "Micki" Poston
2425 Riverview Blvd. W.
Bradenton, FL 34205

Linda A. Walker
417 12th Street West, Suite 200
Bradenton, FL 34205

ARTICLE VI

DIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws.

ARTICLE VII

NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

Marianne P. Barnebey
301 32nd Street West
Bradenton, FL 34205

Patricia "Micki" Poston
2425 Riverview Blvd. W.
Bradenton, FL 34205

Linda A. Walker
417 12th Street West, Suite 200
Bradenton, FL 34205

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ARTICLE VIIIINDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

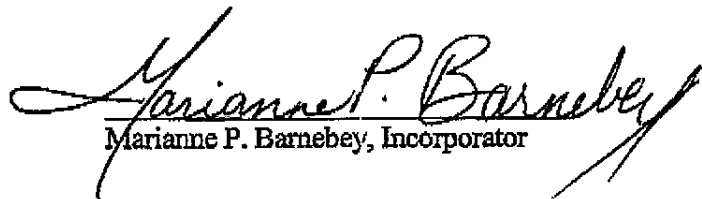
ARTICLE IXINCOME DISTRIBUTION AND DEDICATION OF ASSETS

The Corporation is a not-for-profit corporation. No part of the income of this Corporation shall be distributed to its members, except as compensation for services rendered, as provided in the Bylaws.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to: the Manatee County Girls Club, Incorporated, d/b/a Just for Girls, whose mailing address is 920 14th Street West, Bradenton, Florida 34205.

ARTICLE XAMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in whole or in part by a two-thirds vote of all of the Directors, provided that any such changes shall be consistent with the laws of Florida which define, limit or regulate the powers of the Corporation or the Directors of the Corporation. An Amendment, upon its approval by the Secretary of State of Florida, filing in the office of the said Secretary of State, and payment of all required filing fees, shall be come and be taken as part of these Articles of Incorporation.

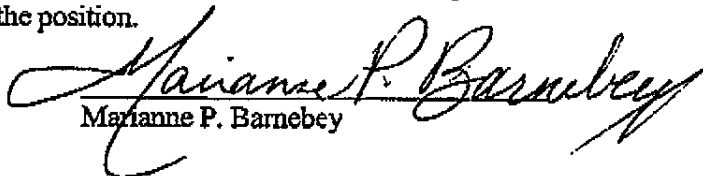

Marianne P. Barnebey, Incorporator

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Patricia "Micki" Poston, Incorporator


Linda A. Walker, Incorporator

I hereby accept the Designation as Registered Agent of the above-named Corporation, and I am familiar with and accept the obligations of the position.


Marianne P. Barnebey

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