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April 26, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

FILED
01 APR 30 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-04/30/01--01090--022
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RE: **FIRST NIGHT ATLANTIC BEACH, INC.**

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for **FIRST NIGHT ATLANTIC BEACH, INC.** I also enclose my trust account check in the amount of \$87.50 in payment of the filing fee for same. Upon filing the Articles of Incorporation, please return the certified copy to me.

Thank you for your assistance. If you have any questions or require anything further, please do not hesitate to contact me.

Very truly yours,


ALAN C. JENSEN

Enclosures

ACJ/sky

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ARTICLES OF INCORPORATION
OF
FIRST NIGHT ATLANTIC BEACH, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not for profit corporation under Florida Statutes Chapter 617, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is: **FIRST NIGHT ATLANTIC BEACH, INC.**

ARTICLE II. NOT FOR PROFIT

The corporation is a not for profit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

ARTICLE III. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV. PURPOSES

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and shall otherwise comply with any requirements for classification as an exempt organization under such section. No part of any net earnings shall inure to the benefit of any member, director or officer.

B. This corporation shall have and exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

ARTICLE V: LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV, Purposes hereof.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 716 Ocean Boulevard, Atlantic Beach, FL 32233, and the name of its initial registered agent at such address is Kimberly Armstrong.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in a board of directors. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than three. The bylaws may provide for *ex officio* and honorary directors, and their rights and privileges. The names and addresses of the initial directors of the corporation are as follows:

Cindy Grossberg, 50 Ocean Breeze Drive, Atlantic Beach, FL 32233

Mary Jenkins, 1962 Colina Court, Atlantic Beach, FL 32233

Donna Arias, 346 Fifth Street, Atlantic Beach, FL 32233

ARTICLE VIII. INCORPORATOR

The name and address of the corporation's Incorporator is Kimberly Armstrong, 716 Ocean Boulevard, Atlantic Beach, FL 32233.

ARTICLE IX. BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors and may be altered, amended or rescinded by the board of directors.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended

form time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to the law.

ARTICLE XI. INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 20 day of April, 2001.

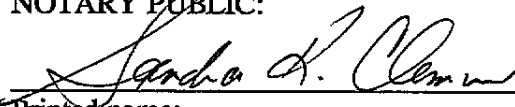

KIMBERLY ARMSTRONG, INCORPORATOR

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of April, 2001, by **KIMBERLY ARMSTRONG**, who is personally known to me or who has produced N/A as identification and who did take an oath, and acknowledged to me that he executed said instrument for the purposes therein expressed.

NOTARY PUBLIC:


Printed name: _____

State of Florida at Large (Seal)

My Commission Expires:



Sandra K. Clemons
MY COMMISSION # DD007107 EXPIRES
April 17, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

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

Pursuant to Chapter 48, Florida Statutes, the following is submitted, to-wit:

FIRST NIGHT ATLANTIC BEACH, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 716 Ocean Boulevard, Atlantic Beach, Florida 32233, has named **KIMBERLY ARMSTRONG**, who located at 716 Ocean Boulevard, Atlantic Beach, FL 32233, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of Chapter 48 relative to keeping open said office.


KIMBERLY ARMSTRONG

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