

LAW OFFICES OF
BAKER AND MERCER

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.

*BOARD CERTIFIED CIVIL TRIAL

*BOARD CERTIFIED BUSINESS LITIGATION

*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

TELEPHONE

850-526-3633

TELECOPIER

850-526-2714

DOUGLAS WADE MERCER, ESQ.

May 2, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Jackson County Economic Development Partnership, Inc.

600004139306--1

-05/07/01--01103--013

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

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, the original and one copy of the Articles of Incorporation of JACKSON COUNTY ECONOMIC DEVELOPMENT PARTNERSHIP, INC.. Please file the Articles and return a copy to me in the enclosed self-addressed stamped envelope.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker /sb

FRANK A. BAKER, ESQ.

FAB:sb/secstate.ltr

Enclosures (as stated above)

FILED
01 MAY 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001-10628
TS
1 MAY 16 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 2001

BAKER AND MERCER
4431 LAFAYETTE ST
MARIANNA, FL 32446

SUBJECT: JACKSON COUNTY ECONOMIC DEVELOPMENT PARTNERSHIP,
INC.
Ref. Number: W01000010628

We have received your document for JACKSON COUNTY ECONOMIC DEVELOPMENT PARTNERSHIP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 001A00028280

ARTICLES OF INCORPORATION
OF
JACKSON COUNTY ECONOMIC DEVELOPMENT PARTNERSHIP, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article I

The name of the corporation is JACKSON COUNTY ECONOMIC DEVELOPMENT PARTNERSHIP, INC.

Article II

The corporation shall have a perpetual duration.

Article III

Specifically, but without limitation, the purposes for which the corporation is organized is to market, promote and provide economic development assistance to local communities in Jackson County, Florida.

Article IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualification of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

The street and mailing address of the initial registered and principal office of the corporation is 4431 Lafayette Street, Marianna, FL, 32446. The name of its initial registered agent at that address is Frank A. Baker.

FILED
01 MAY 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The initial number of directors of the corporation shall be 25; provided, however, that number may be decreased or increased by a bylaw duly adopted pursuant to the articles and bylaws of this corporation, BUT SHALL NEVER BE FEWER THAN THREE (3).

The directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held in accordance with the bylaws. Annual meetings shall be held at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve as the initial directors are: James Ricketts, P.O. Box 520 Marianna, FL, 32447; Thomas Wilder IV, P.O. Box 1584, Marianna, FL, 32447; and Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32446.

Article VII

The name and address of each incorporator is: Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32447.

Article VIII

The board of directors shall elect the following officers: chairman, vice-chairman, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected

at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers: James Ricketts, P.O. Box 520 Marianna, FL, 32447, as President; Thomas Wilder IV, P.O. Box 1584, Marianna, FL, 32447, as Vice-President and Treasurer; and Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32447, as Secretary.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III hereof and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

On 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 a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(6), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

If it is contrary to its exempt status, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, if it is contrary to its exempt status.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as that statute may be amended.

Article XIII

1. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

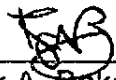
4. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Article XIV

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 for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of members of the corporation.

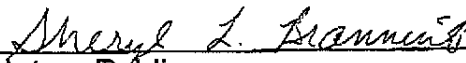
I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on May 3, 2001.



Frank A. Baker, as Incorporator and
Resident Agent

STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Frank A. Baker, personally known to me, who did not take an oath, known to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and as resident agent, and acknowledged before me that he subscribed to those Articles of Incorporation, this May 3, 2001.



Notary Public
My commission expires:

fb\enterprisejackson.art



"OFFICIAL SEAL"
Sheryl L. Dranning
My Commission Expires 11/7/03
Commission # CC 883816

FILED
01 MAY 21 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA