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***CERTIFIED CIRCUIT MEDIATOR

***JEFFREY C. BASSETT
OF COUNSEL

NO 1000005394

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

RE: HARRISON & GRACE PARKING ASSOCIATION, INC.; Our File No.
H351-12021

700004501877--0

-07/27/01--01038--014

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

Dear Division of Corporations:

Enclosed herewith please find the original plus one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit Corporation.

Also enclosed please find this firm's check in the amount of seventy-eight dollars and 75/100 (\$78.75), which covers the following costs for the not-for-profit corporation:

1.	Filing Fee for Articles of Incorporation	\$35.00
2.	Certified Copy of Articles of Incorporation	8.75
3.	Filing Fee for Registered Agent	35.00
	Total	<u>\$78.75</u>

Should you have any questions or need further clarification regarding the above, please feel free to call our office or e-mail.

Sincerely,

BURKE & BLUE, P.A.


Edward A. Hutchison,

EAH/kb
Enclosure(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SMITH JUL 31 2001

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ARTICLES OF INCORPORATION

OF

HARRISON & GRACE PARKING ASSOCIATION, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be HARRISON & GRACE PARKING ASSOCIATION, INC., whose principal office shall be located at 32 West 6th Street, Panama City, Florida 32401.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation (the "Corporation") shall commence corporate existence immediately upon the execution of these Articles and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES

The purposes of the Corporation shall include, but shall not be limited to, i) the organization, operation and maintenance of a parking facility, ii) to purchase, sale, mortgage, lease, own and operate real and personal property, and iii) any other purpose as authorized by Florida law.

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

GENERAL POWERS

Except as may be restricted in Articles III and V herein, this Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including without limitation and only by illustration, the following powers unless later restricted by applicable law:

(a) To have succession by its corporate name for the duration of its existence.

(b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

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TALLAHASSEE, FLORIDA

(d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

(h) To increase, by a vote of its members cast as the By-Laws may direct, the number of its directors and members, so that the number shall not be less than three (3) but may be any number in excess thereof.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign provided that the surviving corporation is a corporation not for profit.

Notwithstanding any of the provisions of these Articles including the specific powers enumerated above, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Sections 501(C)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V

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. Provided, further, that if at any time the Corporation is deemed to be a Private Corporation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Corporation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.

2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

6. Notwithstanding any provision to the contrary herein, the Corporation may make charitable contributions to its member, FIRST BAPTIST CHURCH, INC. OF PANAMA CITY, a Florida Not For Profit Corporation.

ARTICLE VI

DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provision of Section 501(c)(3) of the Code or such other qualified religious not for profit organization.

ARTICLE VII

MEMBERSHIP

The members of this Not For Profit Corporation shall be qualified and admitted as set forth in the By-Laws of this Corporation.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 32 W. 6th Street, Panama City, Florida 32401, and the initial registered agent of the Corporation and address shall be PAUL H. EUBANKS, of 32 W. 6th Street, Panama City, Florida 32401. The Corporation may change its registered agent or location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) Directors initially. Directors shall be elected or appointed in the manner and for the terms provided in the By-Laws. The number of Directors may be increased or decreased from time to time as provided in the By-Laws, but the Corporation must never have fewer than three (3) directors. The names and street addresses of the initial Directors of this Corporation are:

DIRECTORS

CHARLES ALLEN P.O. BOX 1200 PANAMA CITY, FL 32402 (850) 785-6146	BUFORD ENNIS P.O. BOX 1200 PANAMA CITY, FL 32402 (850) 785-6146
PAUL H. EUBANKS P.O. BOX 1200 PANAMA CITY, FL 32402 (850) 785-6146	

Directors may be removed with or without cause as provided for in the By-Laws.

ARTICLE X

INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is:

PAUL H. EUBANKS
32 W. 6TH STREET
PANAMA CITY, FL 32401

ARTICLE XI

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 XII

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 XIII

AMENDMENT

These Article 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 XIV

HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said heading or captions.

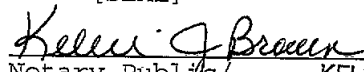
IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Not For Profit Corporation pursuant to the law of the State of Florida to operate both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 26th day of July, 2001.


PAUL H. EUBANKS (SEAL)

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 26th day of July, 2001, by PAUL H. EUBANKS, who is personally known to me or ~~who has produced~~ _____ as identification and who did take an oath.

[SEAL]


Notary Public / KELLIE J. BROWN

Commission No.: CC761453
My Commission Expires: 9-17-02



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

HARRISON & GRACE PARKING ASSOCIATION, INC. desiring to organize as a Not For Profit Corporation pursuant to the laws of the State of Florida with its registered office at 32 W. 6TH STREET, PANAMA CITY, FLORIDA 32401 has named and designate PAUL H. EUBANKS, of 32 W. 6TH STREET, PANAMA CITY, FLORIDA 32401 as its Registered Agent to accept service of process within the State of Florida

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named Not For Profit Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

July 26, 2001


PAUL H. EUBANKS,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA