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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
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SECRETARY OF STATE
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FLORIDA NON-PROFIT CORPORATION

THE HISTORICAL LAKESIDE CASTLE, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

THE HISTORICAL LAKESIDE CASTLE, INC.

Pursuant to Section 617.0202, Florida Statutes

ARTICLE I

The name of the corporation is:

THE HISTORICAL LAKESIDE CASTLE, INC.

ARTICLE II

The address of the principal office of the corporation is:

***116 5th Avenue South
Lake Worth, Florida 33400***

ARTICLE III

The purpose of the corporation is as follows:

To educate the public regarding the historical and cultural significance of certain certified historic structures of Lakeside Castle, by providing guided tours.

The organization will also provide brochures and other printed materials relating to its history.

The organization will eventually charge a small fee for its upkeep and maintenance and other expenses.

The provision for qualification of members and the manner of their admission will be provided for in the by-laws.

ARTICLE IV

The initial board of directors shall consist of three (3) members. The names and addresses of the directors are as follows:

***Karen Hoover
116 5th Avenue South
Lake Worth, Florida 33400***

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Shane McBride
2521 31st Avenue, D-33
Astoria, New York 11106

Steven Templeton
540 Royal Palm Beach Boulevard
Royal Palm Beach, Florida 33411

ARTICLE V

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any

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political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the Supreme Court.

In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI

The method of election of directors shall be stated in the by-laws.

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ARTICLE VII

The name and street address of the incorporator is as follows:

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013

The undersigned incorporator has executed these Articles of
Incorporation this *27th* day of July, 2001.


Jean M. Sherett

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DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

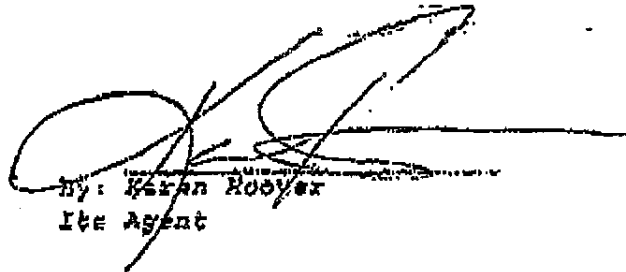
1. The name of the corporation is:

THE HISTORICAL LAKESIDE CASTLE, INC.

2. The name and address of the registered agent and office is:

**Karen Hoover
116 5th Avenue South
Lake Worth, Florida 33400**

I, the undersigned hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: **Karen Hoover**
Its Agent

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