

CORPORATE
ACCESS,
INC.

NO1000005944

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Southern Belle Charities Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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ARTICLES OF INCORPORATION
OF
SOUTHERN BELLE CHARITIES INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Incorporation of this Florida not for profit corporation:

ARTICLE I - NAME

The name of this Corporation is:
Southern Belle Charities Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Corporation is:

1400 Orange Avenue
Unit 1425
Green Cove Springs, FL 32043

The initial mailing address of the Corporation is:

P.O. Box 668
Green Cove Springs, FL 32043

ARTICLE III - DURATION

This Corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

A. This Corporation is formed pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a tax exempt organization thereunder.

B. This Corporation is organized solely and exclusively to operate a bingo hall to raise funds for various local 501 (c) (3) charitable organizations.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Corporation is:

Donna L. Burnette
614 North Orange Avenue
Green Cove Springs, FL 32043

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised by, its properties managed and controlled by, and its business and affairs conducted by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers and duties conferred on or imposed upon this Corporation or the Officers hereof, shall be by a duly adopted resolution of the Directors and/or contained within the duly adopted Bylaws of the Corporation.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donna L. Burnette	614 North Orange Avenue Green Cove Springs, FL 32043
Dorothy I. Rogers	3936 Everington Road Green Cove Springs, FL 32043
Duane D. Burgess	425 Harvest Bend Drive Green Cove Springs, FL 32043

ARTICLE VII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers or other private persons, except that 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 hereof.

B. No part of the activities of the Corporation shall include the publishing or distribution of statements or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

ARTICLE VIII - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

ARTICLE IX - DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively in furtherance of the purpose of the Corporation, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

ARTICLE X - AMENDMENT

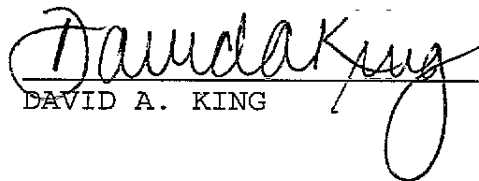
These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a simple majority vote (greater than 50.0%) of the Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose at which a quorum is present. These Articles of Incorporation may be amended by the Directors without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

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

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 15th day of August, 2001.



DAVID A. KING

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

Southern Belle Charities Inc.

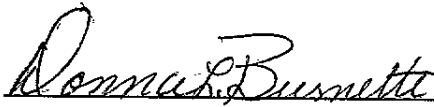
desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Donna L. Burnette
614 North Orange Avenue
Green Cove Springs, FL 32043

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ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated Corporation; at the place designated in this certificate, I hereby acknowledge that I am familiar with said Act and I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.



Donna L. Burnette