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NO 1000009008

December 26, 2001

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

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-12/28/01--01020--009
*****78.75 *****78.75

Re: KNIGHTS OF THE KREWE OF CAVALIERS, INC.

Dear Secretary of State:

Enclosed for filing are the original Articles of Incorporation for the above-referenced new not-for-profit corporation.

Also enclosed is check number 3320 in the amount of \$78.75, representing your filing fee (\$35.00), registered agent fee (\$35.00) and certified copy fee (\$8.75). Please return a certified copy of the Articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Very truly yours,

Victoria J. Alvarez

VJA:dm

Enclosures

cc: Sandra J. Williams, C.P.A. (w/o enc)

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2001 DEC 28 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KNIGHTS OF THE KREWE OF CAVALIERS, INC.

The undersigned, acting as incorporator, adopts the following Articles of Incorporation for this not-for-profit corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I. NAME AND ADDRESS

The name of this Corporation is **KNIGHTS OF THE KREWE OF CAVALIERS, INC.**. The street address of the initial principal office of the Corporation is **14810 Rue de Bayonne #4F, Clearwater, Florida 33762**, and the mailing address of the initial principal office of the Corporation is **P. O. Box 172901, Tampa, Florida 33672-0901**.

ARTICLE II. CORPORATE PURPOSE

A. The Corporation is organized as a not-for-profit corporation to do all things as deemed lawful under Chapter 617, Florida Statutes, and the laws of the United States.

B. This Corporation is organized as a social club for the purpose of creating a mutually supportive fellowship among its members and for any other not-for-profit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent federal tax laws.

ARTICLE III. RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted not-for-profit corporations under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article II hereof.

B. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any subsequent federal tax laws or by a corporation organized under Chapter 617, Florida Statutes.

ARTICLE IV. EFFECTIVE DATE AND DURATION OF CORPORATION EXISTENCE

In accordance with Section 617.0203, Florida Statutes, the existence of this Corporation shall commence on **January 1, 2002**, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this Corporation thereafter shall be perpetual.

ARTICLE V. MEMBERS

A. Membership shall be open to all persons who are interested in furthering the purposes of this Corporation as set forth in Article II hereof. Membership classes, qualifications for membership, and membership dues shall be determined by the Board of Directors and shall be set forth in the Bylaws.

B. Members shall not be liable for the debts, liabilities, or obligations of the Corporation and shall not be subject to assessment.

ARTICLE VI. BOARD OF DIRECTORS

A. The Corporation shall be governed by a Board of Directors. Each member of the Board of Directors shall be a member of the Corporation and shall be elected in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of directors be less than three (3).

B. The names and addresses of the persons constituting the initial Board of Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

Name	Address
Gary Smith	P. O. Box 28935 Tampa, FL 33935
Harvey Petty	821 South Edison Tampa, FL 33606
Burton Binner	14810 Rue de Bayonne #4F Clearwater, FL 33762
Sandra J. Williams	409 14 th Avenue West Palmetto, FL 34221
Peter Leonardo	3003 Estrella West Tampa, FL 33689

ARTICLE VII. NAME AND ADDRESS OF INCORPORATOR

The name of the incorporator of this Corporation is **SANDRA J. WILLIAMS**, and the address of the incorporator is **1111 N. Westshore Blvd., Suite 514, Tampa, Florida 33607-4711**.

ARTICLE VIII. REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation is **BURTON BINNER**. The address of the registered agent is **14810 Rue de Bayonne #4F, Clearwater, Florida 33762**.

ARTICLE IX. DISSOLUTION

On dissolution of this Corporation, the following shall apply:

- A. All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provisions shall be made therefore;
- B. Assets held by this Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- C. Other assets, if any, consisting of assets provided by the members to this Corporation to be used in its affairs and any unused portions of membership dues shall be distributed among the classes of members in accordance with membership dues paid by that class and on a pro rata basis within each membership class.
- D. Any remaining assets shall be distributed to such persons, trusts, societies, organizations or domestic or foreign corporations, whether for profit or not for profit, as selected by the Board of Directors.

ARTICLE XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.


ARTICLE XII. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. Subject to the limitations contained in applicable law, the Bylaws of this Corporation may be amended from time to time by the Board of Directors in accordance with the procedures specified in the Bylaws.

ARTICLE XIII. AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds (2/3) of the membership voting at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

The undersigned incorporator has executed these Articles of Incorporation on the 19 day of December, 2001, for the purposes stated herein.


SANDRA J. WILLIAMS,
Incorporator

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KNIGHTS OF THE KREWE OF CAVALIERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **BURTON BINNER**, having been named as registered agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 19 day of December, 2001.


BURTON BINNER