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March 21, 2002

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

600005152926--5
-03/25/02--01033--020
*****78.75 *****78.75

Re: *Hannibal Square Association, Inc.*

Dear Sir/Madam:

Enclosed are two original executed Articles of Incorporation of Hannibal Square Association, Inc. Please accept one original for filing and please certify and return the second original. Enclosed is check no. 3888 in the amount of \$78.75 for the filing and certification fees, along with a postage prepaid envelope for your use in returning the certified copy. Thank you.

Sincerely,



Nan O'Bryant, CLA
Certified Legal Assistant

/nco
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 25 PM 1:19

**ARTICLES OF INCORPORATION
OF
HANNIBAL SQUARE ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 25 PM 1:19

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida, pursuant to Chapter 617 of the Florida Statutes, these Articles of Incorporation for the purpose of forming a not for profit corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND DURATION**

The name of the corporation is Hannibal Square Association, Inc. (hereinafter referred to as the "Corporation"). The existence of the Corporation will be perpetual, unless it shall hereafter be dissolved according to law.

**ARTICLE II
ADDRESS OF CORPORATION**

The principal place of business and mailing address of this Corporation shall be 314 Hannibal Square, Winter Park, Florida 32789.

**ARTICLE III
PURPOSE**

This Corporation is organized and shall be operated exclusively for the purpose of promoting and improving the social welfare of the Hannibal Square district in Winter Park, Orange County, Florida for general recreational and social purposes. 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 actually rendered and to make payments and distributions in furtherance of its purposes.

**ARTICLE IV
MANNER OF ELECTION**

The manner in which the directors are to be elected or appointed shall be in accordance with the provision set forth in the Bylaws of the Corporation, who shall be elected in accordance with the provision set forth in the Bylaws of the Corporation.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) in number. The initial Board of Directors shall consist of the following persons who shall serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Barbara Ferrero	400 W. New England Ave., Suite 7 Winter Park, FL 32789
Dexter Richardson	558 W. New England Avenue Winter Park, FL 32789
Jeanine Taylor	314 Hannibal Square Winter Park, FL 32789

FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 02 MAR 25 PM 1:19

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida street address of the initial registered office and initial resident agent of the Corporation shall be:

Teri Gagliano
 c/o Chez Vincent
 533 W. New England Avenue
 Winter Park, Florida 32789

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

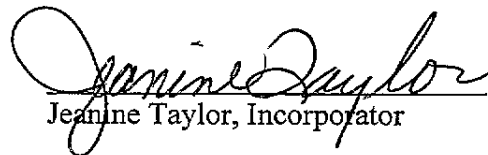
2-28-02
 Date:


 Registered Agent

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator of the Corporation is Jeanine Taylor, 314 Hannibal Square, Winter Park, Florida 32789.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 28 day of February, 2002.


 Jeanine Taylor, Incorporator