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WALTON & TOWNSEND, P. A.
ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KATE L. WALTON (1913-1985)
WILLIAM L. TOWNSEND, JR.

CAPITAL CITY BANK BUILDING
200 REID STREET
P. O. Box 250
PALATKA, FLORIDA 32178-0250
(386) 328-9676
FAX (386) 325-2833

May 31, 2002

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

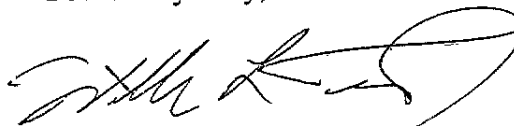
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**RE: ARTICLES OF INCORPORATION
PRIDE OF PALATKA, INC.**

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation for *Pride of Palatka, Inc.* and a check for \$78.75 for filing fee and certified copy.

Yours very truly,



William L. Townsend, Jr.

WLT/jpt
Encl.

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Korp ②

ARTICLES OF INCORPORATION OF PRIDE OF PALATKA, INC.
(A corporation not for profit)

WE, the undersigned, with other persons being desirous of forming a corporation for educational, charitable, and civic purposes under the provision of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Corporate Name

The name of this corporation is **Pride of Palatka, Inc.**

ARTICLE II

Initial Principal Office

The initial street address and mailing address of the initial principal office is: 201 N 2nd Street, Palatka, FL 32177.

ARTICLE III

Purposes

This is a non-profit corporation organized exclusively for the educational, public, civic, and charitable purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Tax Code and for any lawful purpose not for pecuniary profit pursuant to Florida Corporations Not For Profit law set forth in Section 617 of the Florida Statutes.

Pride of Palatka, Inc. is a local non-profit corporation founded to acquire and manage a riverboat whose homeport is Palatka. The boat will be used for educational, public, civic, and charitable purposes. This corporation will implement initiatives to provide educational opportunities for local non-profit public and private educational institutions including public and Christian schools, universities, community colleges and technical schools to learn the rich history, marine biology and ecology of the St. Johns River in a floating classroom setting.

ARTICLE IV

Duration

This corporation shall exist perpetually from the date it is filed with the Department of State, unless sooner dissolved by law.

ARTICLE V

Management of Corporate Affairs

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The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be elected as set forth in the Bylaws of the corporation. The initial number of directors of this corporation shall be between seven (7) and twelve (12), provided, however, that such number may be changed by a majority vote of the membership. The directors hereinafter named shall hold office until the first annual meeting. The names and addresses of such initial directors are as follows:

<u>Name</u>	<u>Address</u>
Deborah J. Banks	331 Stokes Landing Road Palatka, FL 32177
Mary Lawson Brown	109 S 9 th Street Palatka, FL 32177
Constantine Foltis	136 Cedar Creek Road Palatka, FL 32177
John R. Henley	P.O.Box 374 Bostwick, FL 32007
Allegra Kitchens	1027 S 12 th Street Palatka, FL 32177
Allen J. Norton	212 Husson Avenue Palatka, FL 32177
Bertha F. Scoggins	118 S 3 rd Street Palatka, FL 32177
Clinton R. Snyder, Jr.	7300 Crill Avenue #32 Palatka, FL 32177
Boyd Thompson	1220 Kirby Street Palatka, FL 32177

At the first annual meeting, a new slate of directors will be elected pursuant to the Bylaws. However, the terms of such initial directors shall be staggered with equal (or as close to equal as possible if the number is not divisible by three) members having terms of One (1), two (2) and three (3) years.

ARTICLE VI

Resident Agent and Office

The initial registered agent is William L. Townsend Jr. whose office is located at 200 Reid St., Palatka, FL 32177.

ARTICLE VII

Membership

The Board of Directors of the Corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions as may be provided from time to time in the Bylaws of the corporation.

ARTICLE VIII

Amendment of Bylaws

By-Laws of this corporation may be made, altered, rescinded or added to by a sixty (60%) percent majority vote of the Board of Directors.

ARTICLE IX

Amendment of Articles

Amendments to the Articles of Incorporation may be made by a majority vote of the membership entitled to vote thereon at any duly called membership meeting of the corporation.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to education, charitable and civic purposes as set forth above, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI

Earning and Activities of Corporation

- (a) No part of the net earnings of the corporations 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 payments and distributions in furtherance of the purposes set forth in Article III hereof.
- (b) No substantial part of the activities of the corporations shall be the carrying on of propaganda. Otherwise attempting to influence legislation, and the corporations shall not participate in, or intervene in (including the publishing or distribution of statements) 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 (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)
- (d) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE XII

Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees 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 for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall be determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

Mary Lawson Brown	109 S 9 th Street Palatka, FL 32177
John R. Henley	P.O.Box 374 Bostwick, FL 32007
Allegra Kitchens	1027 S 12 th Street Palatka, FL 32177

WE, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 21st day of March, 2002.

Sandra Bailey
Sandra Bailey

Deborah J. Banks
Deborah J. Banks

Mary Lawson Brown
Mary Lawson Brown

Constantine Foltis
Constantine Foltis

John R. Henley
John R. Henley

Allegra Kitchens
Allegra Kitchens

Allen J. Norton
Allen J. Norton

Bertha R. Scoggins
Bertha R. Scoggins

Clinton R. Snyder, Jr.
Clinton R. Snyder, Jr.

STATE OF FLORIDA

County of Putnam

Before me, the undersigned authority, personally appeared Deborah J. Banks, Mary Lawson Brown, Constantine Foltis, John R. Henley, Allegra Kitchens, Allen J. Norton, Bertha F. Scoggins, Clinton R. Snyder, Jr. and Boyd Thompson, to me known to be the persons who executed the forgoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of March, 2002.

Ruby M. Williams
Notary Public, State of Florida at Large
My Commission Expires:

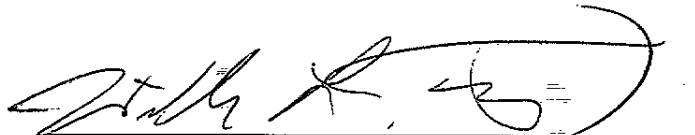


**CERTIFICATE OF DESIGNATION OF AGENT UPON WHOM PROCESS MAY BE
SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

PRIDE OF PALATKA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at Palatka, County of Putnam, and State of Florida, has named **William L. Townsend, Jr.** as its registered agent to accept service of process within this state, who is located at **200 Reid Street, Palatka, FL 32177**.

Having been named as the registered agent for the above corporation for the purpose accepting service of process at the registered office designated in this Certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.



William L. Townsend, Jr., Registered Agent

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