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Account Number : 076630000526
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FLORIDA NON-PROFIT CORPORATION

PANAMA CITY BEACH INDIAN SUMMER FESTIVALS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

PANAMA CITY BEACH INDIAN SUMMER FESTIVALS, INC.
(A corporation Not-For-Profit)

ARTICLE I
NAME

The name of the Corporation is "Panama City Beach Indian Summer Festivals, Inc."

ARTICLE II
PURPOSES

The Corporation is organized under Chapter 617, *Florida Statutes* (2001), as a not-for-profit corporation whose purpose is to promote and conduct festivals and special events, including but not limited to the Panama City Beach Annual Indian Summer Festivals, for the purpose of promoting tourism and economic growth, and improving the quality of life, for the greater Panama City Beaches Area.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation's

Douglas J. Sale
Florida Bar # 0220991
Harrison, Sale, McCloy & Thompson
P.O. Box 1579
Panama City, Florida 32402
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activities shall be limited to those activities in which an organization that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, (the "Code") as an organization described in Section 501(c)(6) of the Code, may engage.

No part of the net income or earnings of the Corporation shall inure to the benefit of any member, Director or officer of the Corporation, or any other person, except that a reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes.

ARTICLE III
POWERS

The Corporation shall have the following powers:

(a) To exercise, without limitation except as provided herein, all the powers enumerated in Chapter 617, *Florida Statutes*, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the purposes herein enumerated which are not in derogation of the laws of the State of Florida;

(b) To form, become a member of, own in whole or in part, participate in the governance of including exercising control over such governance, and to contribute funds to joint ventures, partnerships, corporations or other entities, whether or not any such entity is for-profit or not-for-profit, so long as the Corporation's participation therein is primarily in furtherance of the purposes for which the Corporation is organized and permissible for an organization described in Section

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501(c)(6) of the Code;

ARTICLE IV
TERM

The Term of this Corporation shall be perpetual, except as provided in Article XII.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered office, principal place of business and mailing address of the Corporation is 17001 Panama City Beach Parkway, Panama City Beach, Florida, 32413, and the name of the initial registered agent at said address is Robert L. Warren.

ARTICLE VI
MEMBERS

The Sole Member of the Corporation shall be The Panama City Beach Convention and Visitors Bureau, Inc. Membership in the Corporation is not transferable or assignable.

ARTICLE VII
BOARD OF DIRECTORS

(a) Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the

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Corporation. The initial Board of Directors shall consist of the following three (3) persons.

John P. Bishop, Jr.
12627 Front Beach Road
Panama City Beach Florida 32417

Robert L. Warren
17001 Panama City Beach Parkway
Panama City Beach Florida 32413

Robert M. Hopper
17001 Panama City Beach Parkway
Panama City Beach Florida 32413

The Board of Directors shall always consist of no more than five (5) nor less than three (3) Directors.

- (b) All Directors shall be appointed by and serve at the pleasure of the Sole Member.
- (c) At least one Director shall initially and at all times be a member of the Bay County Tourist Development Council.
- (d) The Directors may provide for the appointment of one or more advisors to the Board of Directors. Advisors shall be non-voting and shall not be considered directors.
- (e) Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in performance of their duties as Directors.

ARTICLE VIII OFFICERS

- (a) The Board of Directors shall have a Chairman and Vice-Chairman whose duties shall be as set forth in the Bylaws or as established by the Board of Directors. The Corporation shall have

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a President, a Vice President and a Secretary/Treasurer whose duties shall be as set forth in the Bylaws or as established by the Board of Directors. In addition, the Corporation shall have such other officers and assistant officers as may be deemed necessary by the Board of Directors or as provided in the Bylaws.

(b) The Board of Directors shall elect a Chairman and Vice Chairman of the Board from among their number who shall serve at the pleasure of the Board. The Chairman of the Board of Directors shall preside at all meetings of the Board. The Vice Chairman shall preside in the absence of the Chairman.

(c) The names of the initial Officers of the Board of Directors who are to serve until their successors are elected are as follows:

John P. Bishop, Jr., Chairman
12627 Front Beach Road
Panama City Beach Florida 32417

Robert L. Warren, Vice Chairman
17001 Panama City Beach Parkway
Panama City Beach Florida 32413

(d) The Board of Directors shall elect a President, Vice President and Secretary/Treasurer of the Corporation from among their number who shall serve at the pleasure of the Board.

(e) The names of the initial officers of the Corporation who are to serve until their successors are selected and qualified are as follows:

Robert L. Warren, President
17001 Panama City Beach Parkway
Panama City Beach FL 32413

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John P. Bishop, Jr., Vice President
12627 Front Beach Road
Panama City Beach Florida 32417

Robert M. Hopper, Secretary/Treasurer
17001 Panama City Beach Parkway
Panama City Beach Florida 32413

(f) Officers shall not be compensated for the performance of their duties as Officers but shall be reimbursed for their expenses incurred in performance of their duties as Officers.

ARTICLE IX
ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall propose Bylaws for this Corporation and may from time to time propose to amend the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be proposed, then the amendment shall thereby be submitted to the Sole Member for approval without the necessity of the fifteen (15) day notice. Initial Bylaws and any amendment thereto shall become effective upon approval by the Sole Member.

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ARTICLE X
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may propose to amend any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and, such proposal shall be confirmed by affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be proposed, then the amendment shall thereby be submitted to the Sole Member for approval without the necessity of a meeting or the fifteen (15) day notice. Such amendment shall be effective upon approval by the Sole Member.

ARTICLE XI
ANNUAL MEETING

As shall be provided in the Bylaws, there shall be an annual meeting of the Board of Directors for the purpose of considering election of Officers of the Corporation, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation.

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ARTICLE XII
DISSOLUTION

The Corporation may be dissolved at any time by the act of the Board of Directors of the Corporation. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to the Sole Member, to be used exclusively for the purposes stated in the Articles of Incorporation of the Sole member and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

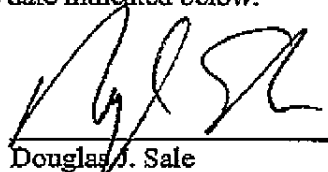
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ARTICLE XIII
INCORPORATOR

The name and address of the incorporator of the Corporation is:

Douglas J. Sale, Esq.
HARRISON, SALE, MCCLOY & THOMPSON, CHTD.
304 Magnolia Avenue
Panama City Florida 32401

IN WITNESS WHEREOF, I do make and file these Articles of Incorporation hereby
declaring that the facts herein are true, and accordingly set my hand and seal at Panama City,
Florida on the date indicated below.



Douglas J. Sale


6/10/02

Date

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Douglas J. Sale, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 10th
day of JUNE, 2002



Notary Public - State of Florida
My Commission Expires: 6/29/06



Susan J. Moore
My Commission DD112640
Expires June 28, 2006

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**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617 of the Florida Statutes, the corporation identified below, being 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:

PANAMA CITY BEACH INDIAN SUMMER FESTIVALS, INC.

2. The name and address of the Registered Agent and office is:

Robert L. Warren
17001 Panama City Beach Parkway
Panama City Beach, Florida 32413

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I 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: 

Robert L. Warren

DATE: 6/11/02

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