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THE
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June 10, 2002

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

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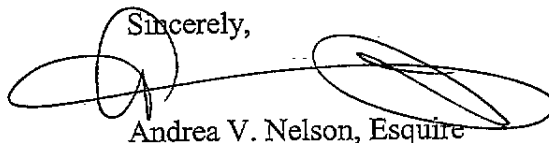
Re: Articles of Incorporation and Certificate of Registered Agent for
Old West Enrichment Center, Inc.

Please file the enclosed Articles of Incorporation and Certificate of Registered Agent for
Old West Enrichment Center, Inc., and provide a certified copy. The enclosed check for \$78.75
represents the following fees:

Articles of Inc.	\$35.00
Registered Agent	
Designation Fee	35.00
Certified Copy	<u>8.75</u>
	\$78.75

If you have any questions, please feel free to contact me at 224-5700.

Sincerely,



Andrea V. Nelson, Esquire

Enclosures

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JUN 11 AM 9:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
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Call when ready
224-5700

ARTICLES OF INCORPORATION
OF OLD WEST ENRICHMENT CENTER, INC.

The undersigned, for the purpose of forming a nonprofit Corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, makes and adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is as follows: Old West Enrichment Center, Inc.

ARTICLE II
Address

The address of the principal office of the Corporation is 1325 Lake Bradford Road, Tallahassee, Florida, and the mailing address is Post Office Box 7685, Tallahassee, Florida 32314.

ARTICLE III
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 251 E. Harrison Street, Ste. 300, Tallahassee, Florida 32301. The name of its initial registered agent at that address is Andrea V. Nelson, Esquire.

ARTICLE IV
Members.

The Corporation shall have as its member the Old West Florida Primitive Baptist Association, Inc.

ARTICLE V
Not For Profit

The Corporation is a not for profit Corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). No member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26

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U.S.C.A. § 501(c)(3).

ARTICLE VI

Duration

The duration (term) of the Corporation is perpetual.

ARTICLE VII

Purposes

The Corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to, engaging in activities that will raise the standards of civil awareness and community welfare through educational, recreational and social means and to disseminate knowledge which may be useful for its members and the community in their work and home life and, as a result, to make them more proficient in their activities as citizens and residents of Florida.

ARTICLE VIII

Powers

Solely for the above purposes, the Corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit Corporations, including, but not limited to, those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit Corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.
- C. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE IX

Limitation

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but 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 VII (Purposes) of these Articles.

ARTICLE X
Tax Exempt Status

It is intended that the Corporation shall have and continue to have the status of a Corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI
Dissolution

On the 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, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

ARTICLE XII
Initial Board of Directors and Officers

There shall be a board of directors consisting of individuals who are members is good standing with the Old West Florida Primitive Baptist Association, Inc. The initial directors are as follows:

Board Member	Address
Clinton H. Smith, President	1205 Richmond Street Tallahassee, Florida 32304
Otis Walker, Vice President	116 7 th Street Apalachicola, Florida 32320
David Watson, Secretary	Post Office Box 205

Midway, Florida 32343

Lucious Wilson, Treasurer

504 Howard Avenue
Tallahassee, Florida 32310

After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE XIII Officers

The officers of the Corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE XIV Incorporators

The name and street address of the initial incorporator is as follows:

Clinton H. Smith
1205 Richmond Street
Tallahassee, Florida 32304

ARTICLE XV Bylaws

The bylaws of the Corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XVI Amendment

The Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE XVII Indemnification and Civil Liability Immunity

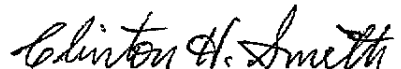
The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and

directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XVIII
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is date of filing.

In, witness, the undersigned incorporator has signed these Articles of Incorporation on this 20th day of May 2002.



Clinton H. Smith, Incorporator

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

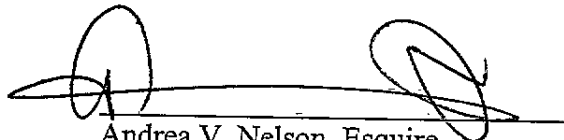
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned Corporation organized under the not for profit Corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. Name of the Corporation: Old West Enrichment Center, Inc.
2. Name and address of the registered agent and office:

Andrea V. Nelson, Esquire
251 E. Harrison Street, Ste. 300
Tallahassee, Florida 32301.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

Dated this 20th day of May 2002.


Andrea V. Nelson, Esquire
Registered Agent

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