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Brian D. Hess

Steven L. Applebaum*

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August 19, 2002

Secretary of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

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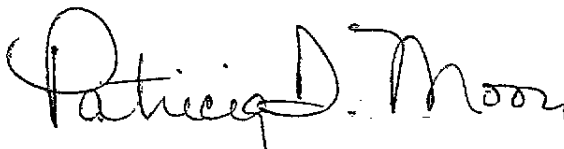
*****78.75 *****78.75

Re: Panama City Beaches Chamber of Commerce Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for **Panama City Beaches Chamber of Commerce Foundation, Inc.**, as well as a check in the sum of \$78.75 for your fee. Upon filing the Articles, please forward a certified copy of same to me. If you need anything further to file the Articles, please call me.

Sincerely,



Patricia D. Moore

Legal Assistant to Steven L. Applebaum

SLA/pdm

Enclosures

Articles of Incorporation

Filing Fee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 20 AM 10:50

8-22-02
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**Articles of Incorporation
of —
Panama City Beaches
Chamber of Commerce Foundation, Inc.**

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DIVISION OF CORPORATIONS
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The undersigned subscribers to these Articles of Incorporation, natural persons who are competent to contract, do hereby form a not for profit corporation under the laws of the State of Florida.

Article I

The name of this corporation shall be Panama City Beaches Chamber of Commerce Foundation, Inc., and its principal office address shall be located at 415 Beckrich Road, Suite 200, Panama City Beach, Florida 32407.

Article II

This corporation shall exist perpetually.

Article III

The purposes for which this corporation is formed are:

1. The general purposes of the corporation are to encourage the making of gifts, good deeds and other donations for the assistance, advancement and strengthening of the development and growth of the Panama City Beach Chamber of Commerce in its community development activities.
2. The specific and primary purpose of this corporation is to further community benefits and industrial development purposes, including making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Such purposes shall be charitable, educational or scientific.
3. Subject to the exempt purpose of this corporation, the specific objects and purposes of the corporation and the powers which it may exercise are as follows:
 - A. To encourage, solicit, receive and administer gifts, bequests, donations and good deeds, by deed, will or otherwise, for the advancement of corporate purposes.
 - B. To take, receive, own hold, administer, distribute and dispose of property, gifts or donations of all kinds, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects.

C. To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest in real property as may be deemed in the interest of the corporation.

D. To acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer, or in any manner dispose of personal property of any class or description whatsoever, to retain any property, investments or securities; to invest any and all funds coming into the hands of the corporation in such property, investments or securities as the directors of the corporation in their discretion may deem advisable, whether or not the same may be currently producing income and whether or not the same are, or may be, authorized or deemed property for investment of trust funds under the constitution or laws of the State of Florida or the United States; to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value; to manage and control any shares of stock, certificates of deposit, bond or other securities of any corporation, trust or association and with respect to the same to agree to any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution of the lease or other disposition of the properties of any such corporation, trust or association, the securities of which are held by this corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trust or association held by this corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.

E. To borrow money to be used by it in payment of property bought by it, or for erecting buildings, making improvements and for other purposes germane to the objects of its creation, and to secure the repayment of the money thus borrowed by mortgage, pledge or deed of trust, but no trust asset may be pledged or committed in a manner that would violate the trust upon which its held.

F. To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations herein above or hereinafter expressed to have and exercise all rights and powers not conferred or which may hereafter be conferred on corporations not for profit under the laws of the State of Florida.

G. Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any private shareholder, member, director or officer, or to be applied to attempting to influence legislation; and no part of the assets or the net earnings of the corporation shall at any time be applied to any purpose other than charitable, scientific or educational.

H. The foregoing clauses shall be construed equally as objectives, purposes, and powers and the foregoing enumeration of specific objectives, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the corporation as expressly conferred by law, except as expressly stated herein.

I. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations, which themselves are exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State or local government solely for public purposes.

4. Notwithstanding any of the above stated purposes, this corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding sections of any prior or future United States Internal Revenue Code.

5. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes in each clause shall, except where otherwise expressed, not be limited or restricted by reference to, or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers, this corporation shall not engage in any activities which in themselves are not in furtherance of the purposes set forth in Article III hereof, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of or distribute profit, net income, assets or dividends to any of its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in this paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation 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.

Article IV

The affairs of the corporation are to be managed by a Board of Directors. Such board shall be elected. There shall be 12 members of the initial Board of Directors of the corporation. The directors shall be elected in accordance with the By-laws adopted by the corporation. The names and addresses of the persons who are to serve as directors until the first election hereof are as follows:

Debi Knight, 415 Beckrich Road, Suite 200, Panama City Beach, Florida 32407
Jack Bishop, Post Office Box 9187, Panama City Beach, Florida 32417
Julian Bennett, 15013 Front Beach Road, Panama City Beach, Florida 32413
John Gheesling, III, 11001 Front Beach Road, Panama City Beach, Florida 32407
Doug Gilmore, 15801 Front Beach Road, Panama City Beach, Florida 32413
Ron Hardy, 15412 Front Beach Road, Panama City Beach, Florida 32413
Charles Hilton, Post Office Box 18049, Panama City Beach, Florida 32417

Cody Khan, Post Office Box 18049, Panama City Beach, Florida 32417
Andy Phillips, 11212, Front Beach Road, Panama City Beach, Florida 32407
Russ Smith, 9450 South Thomas Drive, Panama City Beach, Florida 32408
Sparky Sparkman, 8795 Thomas Drive, Panama City Beach, Florida 32408
Buddy Wilkes, Post Office Box 2000, Panama City Beach, Florida 32417

Article V

The corporation shall have members and not stockholders. Qualifications for such members and the manner of their admission shall be regulated by the By-laws.

Article VI

These articles of incorporation may be amended by a vote of two-thirds of the directors of the corporation. Such amendments may be proposed and adopted in the manner provided in the By-laws of the corporation.

Article VII

The name and office address of the subscriber of these articles of incorporation is Debi Knight, 415 Beckrich Road, Suite 200, Panama City Beach, FL 32407.

Article VIII

The conduct of the affairs of the corporation will be limited only in that it will not operate for pecuniary profit. The powers and responsibilities of the directors, officers and members will be as provided in the By-laws.

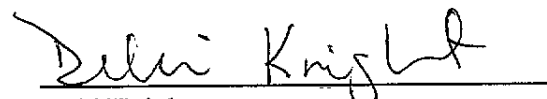
Article IX

The Board of Directors of the corporation shall elect such officers as may be specified in the By-laws of the corporation.

Article X

The street address of the initial registered office of this corporation is 415 Beckrich Road, Panama City Beach, Florida 32407, and the initial registered agent is Debi Knight, 415 Beckrich Road, Suite 200, Panama City Beach, Florida 32407.

The designation as registered agent is hereby accepted by Debi Knight, who having been so designated, acknowledges that she is familiar with, and accepts, the obligations of that position.


Debi Knight

In Witness Whereof, the undersigned subscribers and incorporators have executed these Articles of Incorporation on this _____ day of _____, 2002.

Debi Knight
Debi Knight

State of Florida
County of Bay

The foregoing instrument was acknowledged before me, the undersigned authority, by **Debi Knight** who is personally known to me to be the person described herein, and she acknowledged that she executed these Articles of Incorporation for the purposes therein expressed on this 16th day of August, 2002.

Patricia D. Moore
Notary Public
My commission expires:



Patricia D. Moore
MY COMMISSION # CC917566 EXPIRES
April 15, 2004
BONDED THRU TROY FAIR INSURANCE, INC.