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THE
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ATTORNEY AND COUNSELOR AT LAW

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 6, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Re: Articles of Incorporation for LAKE CORRECTIONAL EMPLOYEES CLUB,
INC.

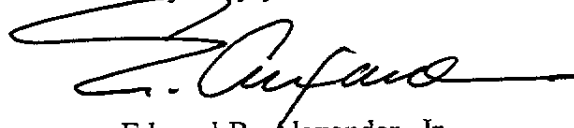
Dear Sir/Madam:

Enclosed please find an original and one copy of the articles of incorporation for the above-referenced corporation, together with a check in the amount of \$70.00, to cover the filing fee.

Please file the articles and forward a stamped copy of same to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

**ARTICLES OF INCORPORATION
OF
LAKE CORRECTIONAL EMPLOYEES CLUB, INC.
a
Florida Not-For-Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name. The name of the Corporation shall be:
LAKE CORRECTIONAL EMPLOYEES CLUB, INC.

Article II. Principal Office and Mailing Address. The mailing address and principal office of the Corporation is: 19225 US Highway 27, Clermont, Florida 34711.

Article III. Purpose.

Section 3.01 The Corporation is organized exclusively to promote goodwill and harmony among the employees of the Lake Correctional Institution (the "Institute") and the Department of Corrections including, without limitation: (i) the development and improvement of recreational facilities and events for, and the building of morale among, employees of the Institute, their family members and permitted guests; (ii) charitable, scientific, educational, or literary purposes; and (iii) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code")..

Section 3.02 The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

Section 3.03 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, 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 payments and distributions in furtherance of the purposes set forth in this Article, subject to the other limitations set forth in these Articles pertaining thereto. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Article IV. Term of Existence. The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

Article V. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 19225 US Highway 27, Clermont, Florida 34711, and the name of the initial registered agent of the Corporation at that address is Marc Barnett.

Article VI. Directors.

Section 6.01 The initial number of directors of the Corporation shall be four (4).

Section 6.02 The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

Section 6.03 Directors, as such, shall not receive any remuneration for their services, except that the Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in serving as members of the Board of Directors.

Section 6.04 Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6.05 The name and street address of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Marc Barnett	11210 Lake Circle Drive Clermont, FL 34711
Faleshia Ann Johnson	11267 Lake Circle Drive Clermont, FL 34711
William Anthony Williams	11267 Lake Circle Drive Clermont, FL 34711
Quinde E. Smith	2205 E. Montclair Road Leesburg, FL 34748

Section 6.06 Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

Article VII. Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Marc Barnett	11210 Lake Circle Drive Clermont, FL 34711

Article VIII. Amendment to Articles. These Articles of Incorporation may be amended only by a majority vote of the Member(s) of the Corporation; provided, however, in the event there is no Member, then in the manner provided by law.

Article IX. Bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors; provided, however: (i) if there is no Board of Directors, then the Members shall have such power; and (ii) the Members may, by majority vote, nullify, adopt, alter, amend or repeal any Bylaws adopted, altered, amended or repealed by the Board of Directors and,

upon the occurrence of same, such Bylaw(s) shall not thereafter be altered, amended or repealed by the Board of Directors without approval by a majority vote of the Members.

Article X. Dissolution.

Section 10.01 Upon 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, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Section 10.02 Any assets not disposed of by the Board of Directors as provided herein, 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 tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

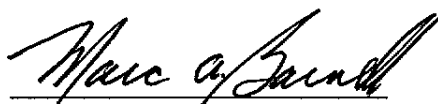
Article XI. Membership. All employees of the Institute and the Department of Corrections shall be eligible to become Members. The Board of Directors may, from time to time, set additional requirements for Membership, including, without limitation, the payment of annual dues and other amounts. If at any time there are no Members, then the Board of Directors shall become self perpetuating until such time as there are one or more Members. Notwithstanding anything to the contrary contained herein, membership shall not be intestate succession.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ___ day of September, 2002.


Marc Barnett

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of LAKE CORRECTIONAL EMPLOYEES CLUB, INC.


Marc Barnett