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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 NOV -8 PM 2:47

JERRY W. GERDE  
ALLEN N. JELKS, JR.

September 5, 2002

MAYO C. JOHNSTON  
(1912-1983)  
WILLIAM E. HARRIS  
(1923-1988)

Corporate Records Bureau  
DEPARTMENT OF STATE  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32399

800007657528--3  
-09/11/02--01017--002  
\*\*\*\*78.75 \*\*\*\*78.75

Re: Imagination Factory ct, Inc.

Dear Sir:

Please find enclosed herewith the original and a copy of proposed Articles Of Incorporation for the new not-for-profit corporation to be known as Imagination Factory ct, Inc., together with a check in favor of the Secretary Of State in the amount of \$78.75 for the following fees:

Filing Fee:	\$ 35.00
Certification of Copy:	8.75
Designation Of Registered Agent:	<u>35.00</u>
Total:	\$ 78.75

Please note that Article VI in the Articles Of Incorporation designates the place of business of this not-for-profit Corporation and the name and address of the Registered Agent.

Your assistance in filing same, and in forwarding the Certified Copy to me, would be most appreciated. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE & JELKS, P.A.

Jerry W. Gerde

JWG/nfh  
Enclosures.

cc: Ron Holman  
\\Library\public\1Jerry W. Gerde\Holman, Ron --  
Incorporation\correspondence\letter to Sec of State 9-5-02nfh.wpd

1202-76586

11-12-02



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

September 12, 2002

JERRY W. GERDE, ESQ.  
239 E 4TH ST  
PANAMA CITY, FL 32401

SUBJECT: IMAGINATION FACTORY CT, INC.  
Ref. Number: W02000026586

We have received your document for IMAGINATION FACTORY CT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves  
Document Specialist  
New Filing Section

Letter Number: 002A00052390

ARTICLES OF INCORPORATION  
OF  
IMAGINATION FACTORY ct, INC.

FILED  
02 NOV -8 PM 2: 47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this not-for-profit corporation shall be IMAGINATION FACTORY ct, INC.

ARTICLE II - DURATION

The duration of this not-for-profit corporation is perpetual.

ARTICLE III - PURPOSES AND OBJECTIVES

The purposes and objectives of this not-for-profit corporation shall be to enrich the cultural environment and opportunities in Bay and surrounding counties, for the benefit of members of the public.

ARTICLE IV - POWERS

This not-for-profit Association shall possess and be authorized to exercise all of the powers authorized by the Florida Statutes and all other lawful powers necessary to accomplish the purposes and objectives of the Association.

ARTICLE V - MEMBERSHIP

Any individual or organization who subscribes to the purposes of this not-for-profit Association as set forth in Article III may be admitted to membership in the Association in accordance with the procedures and provisions established in the By-Laws of the corporation. The Board of Directors of this corporation shall have the full authority to decide conditions for membership and to make provisions in the By-Laws setting forth these conditions.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office, and the name of the initial registered agent at such address, shall be:

Ron Holman  
2343 Cincinnati Ave.  
Panama City, FL 23405

Who is familiar with and accepts the duties and responsibilities as registered agent for said corporation. The initial principal office of the corporation and the initial corporate mailing address shall be 2343 Cincinnati Ave., Panama City, Florida, 32405, until such other principal office and corporate mailing address is established by the majority vote of the Board of Directors. The principal office and corporate mailing address shall be set forth in the corporation By-Laws and may be changed from time to time in accordance with the procedure for amending said By-Laws.

#### ARTICLE VII - MANAGEMENT AND INITIAL BOARD

The management, conduct and control of the affairs, property and business of this not-for-profit corporation shall be vested in a Board of Directors, which shall not be less than three nor more than nine in number, as determined by the Board of Directors. The method of election of directors shall be set forth in the By-Laws.

The names and addresses of those persons who are to serve as the initial Directors of this corporation are as follows:

Ron Holman	Richard Boe	Pamela Boe
2343 Cincinnati Ave.	7510 So. Reach Dr.	7510 So. Reach Dr.
Panama City, FL 32405	Fairfax Station VA	Fairfax Station VA
	22039	22039

#### ARTICLE VIII - BY-LAWS

The By-Laws of the corporation shall be made, altered, amended, or rescinded by a majority of the Board of Directors present in person only at a regular or special meeting. At least three (3) days written notice shall be given before any such meeting is held and a quorum for such a meeting shall be a majority of the members of the Board of Directors present in person.

#### ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this corporation may be amended by a majority vote of those members in good standing of the corporation present in person or by proxy at any regular or special meeting which is called for that purpose; provided, however, that notice of such proposed amendment shall be given to each member of this corporation by such means as are provided in the By-Laws at each members' last known address at least fifteen (15) days before said meeting. A quorum for such a meeting shall be a majority of the members in good standing and entitled to vote present in person.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator of this corporation is:

Ron Holman  
2343 Cincinnati Ave.  
Panama City, FL 23405

WITNESSETH the hand and seal of the Incorporator in Bay County, Florida this 9<sup>th</sup> day of September, 2002.

Ron Holman  
Ron Holman, Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME the undersigned authority, personally appeared RON HOLMAN to me well known to be the Incorporator described foregoing Articles of Incorporation of IMAGINATION FACTORY ct, INC., 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 aforesaid this 9<sup>th</sup> day of September, 2002.

**GINA M. MURPHY**  
MY COM. NO. 63301  
EXPIRES AUGUST 13, 2003  
Bonded thru Notary Public Underwriters

Gina M Murphy  
Notary Public  
My Commission Expires:

Having been named as the corporate Registered Agent to accept service of process for the above-stated not-for-profit corporation at the place designated above, I am familiar with and hereby accept the duties, responsibilities and obligations imposed under the Florida Statutes for said corporate Registered Agent and agree to act in this capacity, and agree to comply with the provisions of law relative to said position.

WITNESSETH the hand and seal of the Registered Agent in Bay County, Florida this 9<sup>th</sup> day of September, 2002.

Ron Holman  
Ron Holman, Registered Agent

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 9th  
day of September, 2002 by Ron Holman, who:

[ ] is personally known to me.

[X] produced a current driver's license as identification  
FL H455-436-47-402-0 (state and number)

[ ] produced \_\_\_\_\_ as identification

  
NOTARY PUBLIC Comm. No. \_\_\_\_\_

**GINA M. MURPHY**  
MY COMMISSION # CC 863301  
EXPIRES: AUGUST 15, 2003  
Bonded Thru Notary Public Underwriters

(Type or Print Name of Notary)  
My Commission Expires: \_\_\_\_\_

\\Library\public\1Jerry W. Gerde\Holman, Ron, Incorporation\Imagination Factory ct, Inc.  
9-5-02nfh.wpd