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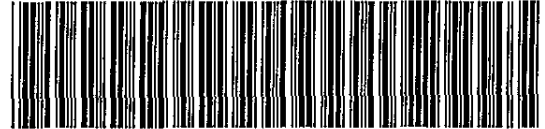
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DeLoach & Peterson, P.A.

ATTORNEYS AT LAW

J. BOYD DeLOACH
SID C. PETERSON II
PHILIP B. PETERSON

JAMES R. PROVENCHER
OF COUNSEL



418 CANAL STREET
POST OFFICE BOX 428
NEW SMYRNA BEACH, FL 32170
(386) 428-2464
FAX (386) 423-9967

January 16, 2003

FLORIDA DEPARTMENT OF STATE

Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: New Smyrna Beach Hospitality Managers Association, Inc.
Our File No. 02-11266

Dear Sits:

Enclosed please finds Articles of Incorporation, along with a copy of same concerning the above-referenced not for profit company. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,


SID C. PETERSON, JR.

SCP/bg
Enclosure

ARTICLES OF INCORPORATION
OF
NEW SMYRNA BEACH HOSPITALITY MANAGERS
ASSOCIATION, INC.
(A Florida Not For Profit Corporation)

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03 JAN 21 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this Corporation shall be: **NEW SMYRNA BEACH HOSPITALITY MANAGERS ASSOCIATION, INC.**, with its principal office located at 4175 So. Atlantic Avenue, New Smyrna Beach, Florida 32169 and its corporate mailing address being the same.

ARTICLE II
POWERS AND PURPOSE

A. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation Act, as amended.

B. The specific and primary purposes for which this corporation is organized are to improve and increase the value of; and increasing the rental prospects of the properties under the management of the individual members. To accomplish this the Association shall:

1. encourage and assist members to perform their duties in a manner that is in the best interest of their employers and their properties;
2. encourage members to perform their duties in professional manner at all times;
3. encourage a free flow of information in order to assist members to develop further the special skills required by their profession; and
4. disseminate information of mutual benefit and interest and arrange for individuals to speak at meetings on matters of general interest and concern.

ARTICLE III
NONSTOCK CORPORATION

This corporation is organized upon a non-stock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

JOYSCHERER
4175 SO. Atlantic Avenue
New Smyrna Beach, Florida 32169

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
MEMBERSHIP

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the by-laws.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than three (3). The method of election of Directors shall be as regulated by the By-laws.

**ARTICLE VIII
INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street addresses are:

JOY SCHERER	4175 So. Atlantic Avenue New Smyrna Beach, Florida 32169
COLIN KENNOVIN	P. O. Box 1485 New Smyrna Beach, Florida 32170
MELINDA SACHS	4139 So. Atlantic Avenue New Smyrna Beach, Florida 32169
JIM COFFIELD	2922 Howland Boulevard Deltona, Florida 32725
TOM INGLES	P. O. Box 1485 New Smyrna Beach, Florida 32170

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his or her successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
OFFICERS**

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

**ARTICLE X
INITIAL OFFICERS**

The names of the initial officers of this Corporation and their street addresses are:

President	JOY SCHERER 4175 SO. Atlantic Avenue New Smyrna Beach, Florida 32169
Vice-President	COLIN KENNOVIN P. O. Box 1485 New Smyrna Beach, Florida 32170

Secretary

MELINDA SACHS
4139 So. Atlantic Avenue
New Smyrna Beach, Florida 32169

Treasurer

JIM COFFIELD
2922 Howland Boulevard
Deltona, Florida 32725

ARTICLE XI INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as the Incorporators are:

JOY SCHERER

4175 So. Atlantic Avenue
New Smyrna Beach, Florida 32169

COLIN KENNOVIN

P. O. Box 1485
New Smyrna Beach, Florida 32170

MELINDA SACHS

4139 So. Atlantic Avenue
New Smyrna Beach, Florida 32169

JIM COFFIELD

2922 Howland Boulevard
Deltona, Florida 32725

TOM INGLES

P. O. Box 1485
New Smyrna Beach, Florida 32170

ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended by an affirmative vote of the majority of those members present at the annual meeting or at a special meeting called for that purpose.

ARTICLE XIII INDEMNIFICATION

This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

**ARTICLE XIV
DISSOLUTION**

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501(c)(3), 501(c)(7), or 170(c)(2), of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersigned as Incorporators have executed the foregoing Articles of Incorporation on this 8th day of January, 2002.

Joy Scher
JOY SCHERER

Colin Kennovin
COLIN KENNOVIN

Melinda Sachs
MELINDA SACHS

Jim Coffield
JIM COFFIELD

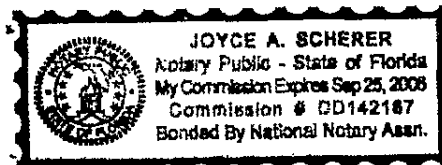
Tom Ingles
TOM INGLES

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, ~~JOY SCHERER~~, **COLIN KENNOVIN, MELINDA SACHS, JIM COFFIELD** and **TOM INGLES**, who are personally known to me or who have produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on this 8 day of January, 2002. 2003

Joyce A. Scher
Notary Public - State of Florida
Commission No.:
My Commission Expires:



STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **JOY SCHERER**, who is personally known to me or who has produced personally known as identification and who executed the foregoing Articles of Incorporation, and acknowledged before em that she subscribed to these Articles of Incorporation on this 8th day of January, 2003.



Notary Public - State of Florida
Commission No.
My Commission Expires:



Sidney C Peterson II
My Commission CC979865
Expires November 05, 2004

CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **NEW SMYRNA BEACH HOSPITALITY MANAGERS ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named **JOY SCHERER**, 4175 So. Atlantic Avenue, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.



JOY SCHERER, as Registered Agent

FILED
03 JAN 21 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA