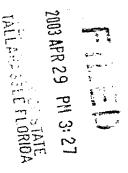
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Rosanne Varnadore, Document Specialist Supervisor Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 2003 APR 29 PM 3: 27
TATE TATE TATE AND ASSEE FLORIDA

DATE:

April 29, 2003

VIA:

Facsimile AND U.S.P.S. Express Mail

SUBJECT:

Articles of Incorporation

Gay Naturist Orlando Males Evolving Socially, Inc.

FROM:

Gay Naturist Orlando Males Evolving Socially, Inc.

Post Office Box 692521 Orlando, FL 32869-2521

Dear Rosanne.

Pursuant to our conversation today, I have enclosed the revised original Articles of Incorporation for the above referenced corporation and two copies. The U.S. Postal Service money order in the amount of \$87.50; \$35.00 for the filing fees for the Corporation, \$35.00 for the Registered Agent Designation for the Corporation, \$8.75 for one Certified Copy of the Articles of Incorporation and \$8.75 for a Certificate of Status has already been received by your office and you have verified same. Please file the enclosed original Articles of Incorporation and return to me the Certificate of Status and the Certified Copy of the Articles of Incorporation at your earliest possible convenience.

Thank you in advance for your prompt attention to this matter. If you should have any questions please do not hesitate to contact me at the above address.

Sincerely,

G. Allen Peterson

Incorporator

Enc: Original Articles of Incorporation for Gay Naturist Orlando Males Evolving Socially, Inc. Two copies of the Articles of Incorporation



Glenda E. Hood Secretary of State

2003 APR 29 PM 3: 27

TALLAHASSEE FLORIDA

April 28, 2003

GNOMES, INC. POST OFFICE BOX 692521 ORLANDO, FL 32869-2521

SUBJECT: GNOMES, INC. Ref. Number: W03000011989

We have received your document for GNOMES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6973.

Claretha Golden **Document Specialist** New Filings Section

Letter Number: 703A00025653

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 2003 APR 29 PM 3: 27
TALLAHASSEE FLORIDA

DATE:

April 18, 2003

VIA:

U.S.P.S.

EU 857278513 US

SUBJECT:

Articles of Incorporation

GNOMES, Inc.

FROM:

GNOMES, Inc.

Post Office Box 692521 Orlando, FL 32869-2521

Dear Sir or Madam:

I have enclosed the original Articles of Incorporation for the above referenced corporation, two copies of the Articles of Incorporation and a U.S. Postal Service money order in the amount of \$87.50; \$35.00 for the filing fees for the Corporation, \$35.00 for the Registered Agent Designation for the Corporation, \$8.75 for one Certified Copy of the Articles of Incorporation and \$8.75 for a Certificate of Status. Please file the enclosed original Articles of Incorporation and return to me the Certificate of Status and the Certified Copy of the Articles of Incorporation.

Thank you in advance for your prompt attention to this matter. If you should have any questions please do not hesitate to contact me at the above address.

Sincerely.

G. Allen Peterson

Incorporator

Enclosures:

Original Articles of Incorporation for GNOMES, Inc.

Two copies of the Articles of Incorporation for GNOMES, Inc.

United States Postal Service Money Order for \$87.50

ARTICLES OF INCORPORATION



Gay Naturist Orlando Males Evolving Socially, 1963 APR 29 PM 3: 27

(A Florida Not for Profit Corporation)

LECAL IARY OF STATE TALLAHASSEE FLORIDA

The undersigned Incorporator, for the purpose of forming a nonprofit corporation in compliance with Florida Statutes Chapter 617, hereby make and adopts the following Articles of Incorporation.

ARTICLE I CORPORATE NAME

The name of this Florida Not for Profit Corporation shall be Gay Naturist Orlando Males Evolving Socially, Inc. and will hereinafter be referred to as "The Corporation" throughout this document.

ARTICLE II NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. Corporation is not formed for pecuniary profit.

ARTICLE III TERMS OF EXISTENCE

The effective date of Incorporation shall be the date these Articles of Incorporation are received and filed with the State of Florida. The duration of the Corporation shall be perpetual.

ARTICLE IV **PURPOSES**

The Corporation is organized, and shall operate for, the following purposes:

- A. To further the social welfare, self-esteem and development of gay male naturists.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

ARTICLE V PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is Post Office Box 692521, Orlando, Florida 32869-2521.

ARTICLE VI INITIAL REGISTERED AGENT

The Registered Agent and the address of the initial Registered Office of the Corporation in the State of Florida shall be:

G. Allen Peterson 5144 Goldenrod Place Road Winter Park, Florida 32792

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII DIRECTORS

The method for the election of Directors shall be regulated by the Bylaws of the Corporation.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of six (6) persons whose names and addresses are as follows:

Christopher J. Draco, Post Office Box 691898, Orlando, FL 32869-1898 G. Allen Peterson, 5144 Goldenrod Place Road, Winter Park, Florida 32792 Harry E. Still, Jr., 609 Fruitwood Avenue, Winter Springs, FL 32708-3499 Henry R. Laliberte, 609 Fruitwood Avenue, Winter Springs, FL 32708-3499 Michael A. Draco, Post Office Box 691898, Orlando, FL 32869-1898 Vincent G. Cacciola, 2525 Davenport Circle, Kissimmee, FL 34746

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

G. Allen Peterson 5144 Goldenrod Place Road Winter Park, Florida 32792

ARTICLE X OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer, Chief Information Officer, Chief Membership Officer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors, at such time and in such manner as will be prescribed in the Bylaws.

ARTICLE XI INITIAL OFFICERS

The initial Officers of the Corporation shall be comprised of six (6) persons whose names and titles are as follows:

President - Christopher J. Draco
Vice-President - G. Allen Peterson
Treasurer - Harry E. Still, Jr.
Secretary - Henry R. Laliberte
Chief Information Officer - Michael A. Draco
Chief Membership Officer - Vincent G. Cacciola

ARTICLE XII MEMBERSHIP

Members shall have voting rights as granted in the Bylaws of the Corporation. The classes and qualifications for Members and the manner of their admission, transferability and termination shall be regulated by the Bylaws of the Corporation.

ARTICLE XIII INFORMAL ACTION OF DIRECTORS

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIV THE BYLAWS

The initial Bylaws of the Corporation are to be made and adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested solely in the Board of Directors.

ARTICLE XV AMENDMENT OF ARTICLES

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon Members and Officers are subject to this reservation. The Articles of Incorporation may be altered, amended or repealed by the Board of Directors.

ARTICLE XVI LIMITATION OF ACTIONS

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code to a named exempt beneficiary determined immediately prior to said dissolution by its Board of Directors, or the Board of Directors may elect to have the assets distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not disposed shall be disposed of by the Circuit Court in and for Orange County, Florida or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

No part of the net earnings of the Corporation shall inure 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 IV.

ARTICLE XVII NONSTOCK BASIS

The Corporation is organized on a non-stock basis. The Corporation shall not issue shares of stock.

ARTICLE XVIII HEADINGS AND CAPTIONS

The Headings and Captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the Headings and Captions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in a manner and form sufficient to bind them this 18th day of April, 2003.

G. ALLEN PETERSON - INCORPORATOR

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of April, 2003, by G. ALLEN PETERSON who is personally known to me and produced a Florida Drivers License as identification and who did take an oath.

NOTARY PUBLIC STATE OF FLORIDA



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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 18th day of April, 2003.

G. ALLEN PETERSON – REGISTERED AGENT

2003 APR 29 PH 3: 27