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LINES, HINSON AND LINES

LAWYERS

121 NORTH MADISON STREET 32351
POST OFFICE BOX 550
QUINCY, FLORIDA 32353

WILLIAM D. LINES (1914 - 1992)
ALEXANDER L HINSON
BLUCHER B. LINES

19 May 2003

TELEPHONE (850) 875-1300
TELECOPIER (850) 875-1350

Glenda E. Hood
Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: W. P. Humphrey Club, Inc.

Dear Ms. Hood:

Enclosed please find for filing the Articles of Incorporation for the referenced corporation together with the Designation of Registered Agent. Also enclosed is our firm's check in the amount of \$78.75 for the filing fee, certified copy, and Resident Agent Designation. Please return the certified copy to our office at the above address.

Thanking you for your assistance in this matter, I am,

Sincerely,



Alexander L. Hinson
Lines, Hinson and Lines

ALH:kc

Enc.

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03 MAY 20 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

W. P. HUMPHREY CLUB, INC.

The undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I.

CORPORATE NAME

The name of the corporation shall be W. P. HUMPHREY CLUB, INC..

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business of the corporation shall be 236 E. Jefferson Street, Quincy, Florida 32351, and the mailing address of the corporation shall be P. O. Box 10, Gretna, FL 32332.

ARTICLE III.

PURPOSE

This is a nonprofit corporation organized to preserve, restore and enhance the historic school building located at 772 Church Street in the City of Gretna, Florida.

ARTICLE IV

MANNER OF ELECTION - BOARD OF TRUSTEES

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be no

more than seven (7) and never less than three (3).

The Trustees named herein as the first Board of Trustees shall hold office until the first annual meeting at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of up to three (3) years until the annual meeting following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at 772 Church Street, Gretna, Florida on the first Saturday in December of each year, or at such other time and place as the Board of Trustees may designate from time to time by resolution.

ARTICLE V.

INITIAL TRUSTEES

The names and addresses of such initial members of the Board of Trustees are:

NAME	ADDRESS
W. A. Johnson	1839 Bassett Road Quincy, FL 32351
Sterling L. Watson	236 E. Jefferson Street Quincy, FL 32351
Archibald Walter Watson, Jr.	620 Church Street Gretna, FL 32332
W. Harvey Suber	216 Talquin Avenue Quincy, FL 32351

ARTICLE VI.

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the corporations's initial registered agent are as follows:

Sterling L. Watson, 236 E. Jefferson Street, Quincy, Florida 32351.

ARTICLE VII.

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Trustees, 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 Article III hereof.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Notwithstanding any other provision of these Articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII.

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by conveying the same to or for the benefit of such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are as follows:

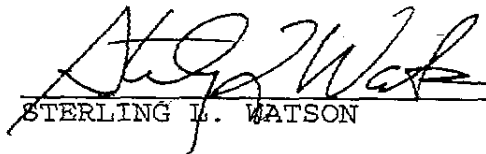
NAME	ADDRESS
Sterling L. Watson	236 E. Jefferson Street Quincy, FL 32351

ARTICLE X.

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 19 day of May, A.D. 2003.

 (SEAL)
STERLING L. WATSON

STATE OF FLORIDA
COUNTY OF GADSDEN

I HEREBY CERTIFY that on this 19 day of May, A.D. 2003, came and personally appeared before me, the undersigned authority, STERLING L. WATSON, to me well known and known to me to be the individual described in and who acknowledged before me, after being first duly sworn, that he executed the foregoing Articles of Incorporation, as his free and voluntary act and deed, and acknowledged before me that he executed the same for the uses and purposes therein set forth and expressed.

WITNESS my hand and seal this the 19 day of May, A.D. 2003.


(signature)

Karen K. Clark
(Name typed or printed)
Notary Public
My Commission Expires: 1/16/05



Karen K Clark
My Commission CC989830
Expires January 16, 2005


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is W. P. HUMPHREY CLUB, INC..
2. The name and address of the registered agent and office is:

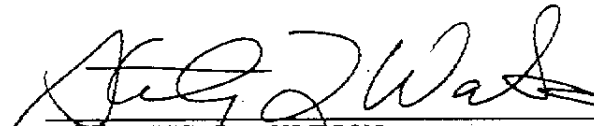
Sterling L. Watson
236 E. Jefferson Street
Quincy, Florida 32351

Dated this 19 day of May, A.D. 2003.


STERLING L. WATSON (SEAL)
Incorporator

ACKNOWLEDGMENT:

Having been named as Registered Agent 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.


STERLING L. WATSON
Registered Agent

Date: May 19, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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