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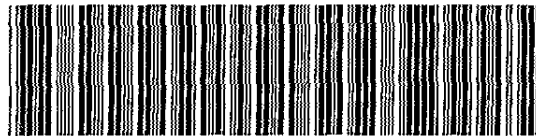
(Business Entity Name)

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TALLAHASSEE FLORIDA

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# BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW

*Established 1900*

November 24, 2003

Clarence A. Boswell  
Dabney L. Conher  
George T. Dunlap, III  
Keith D. Miller  
Frederick J. Murphy, Jr.  
Sean R. Parker  
Donald H. Wilson, Jr.

245 South Central Avenue  
P.O. Drawer 30  
Bartow, Florida 33831  
Phone: (863) 533-7117  
Fax: (863) 533-7412  
Sender's e-mail address:  
kdm@bosdun.com

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Bartow Youth Fair Supporters, Inc.,  
a Not for Profit Corporation

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation and original Certificate Designating Resident Agent for the above-named non-profit corporation. Please file the original Articles and Certificate and certify the enclosed copy. Thereafter, please return same to me.

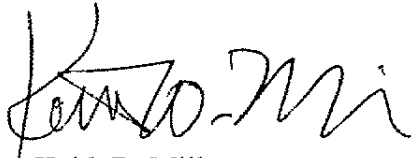
I am enclosing a check payable to your order in the amount of \$78.75 for the following charges:

Filing Fee	\$ 35.00
Filing Resident Agent Certificate	\$ 35.00
Certified Copy	<u>\$ 8.75</u>
Total	\$ 78.75

Thank you for your prompt attention to this matter.

Sincerely,

BOSWELL & DUNLAP

  
Keith D. Miller

KDM/pd  
Enclosures  
cc: Client

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION OF**  
**BARTOW YOUTH FAIR SUPPORTERS, INC.**

The undersigned, for the purpose of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

**ARTICLE 1: NAME**

The name of the Corporation is: BARTOW YOUTH FAIR SUPPORTERS, INC.

**ARTICLE 2: NOT FOR PROFIT**

The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE 3: DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE 4: PURPOSES**

The Corporation is organized, and shall be operated for the purpose of providing resources for children, ages 8 to 18, to purchase farm animals, principally hogs, to raise by the children to learn animal husbandry, agriculture, economics, showing practices and farm practices, to develop the intellectual, ethical and work abilities of children. The products of the children are then donated to charitable organizations such as Anchor House, Church Service Center of Bartow, Women's Care

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Center of Bartow, for food. The organization relies on volunteer labor from the children and adult supervisors to gain their objectives. There are no paid employees. However, the corporation shall have and exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort of nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein, and do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE 5: LIMITATION

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 its purposes.

#### ARTICLE 6: MEMBERS

The Corporation shall have voting members who shall be elected and may be removed by the voting members and shall have all the rights and privileges of members of the Corporation. The name and address of each initial voting member is as follows:

James F. Clements  
Post Office Box 524  
Bartow, FL 33831

George Grubbs  
205-1/2 South Broadway  
Bartow, FL 33830

Nell Nelson  
1510 North Broadway  
Bartow, FL 33830

#### ARTICLE 7: PRINCIPAL AND REGISTERED OFFICE AND AGENT

The principal office of the Corporation is located at Post Office Box 524, Bartow, FL 33831, and the name of its initial Registered Agent is Keith D. Miller, Esquire, whose address is 245 South Central Avenue, Bartow, FL 33830.

#### ARTICLE 8: INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting members shall elect the Directors annually. The name and address of each initial Director of the Corporation is as follows:

James F. Clements  
Post Office Box 524  
Bartow, FL 33831

George Grubbs  
205-1/2 South Broadway  
Bartow, FL 33830

Nell Nelson  
1510 North Broadway  
Bartow, FL 33830

#### ARTICLE 9: OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided 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 may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
James F. Clements	Post Office Box 524 Bartow, FL 33831	President
George Grubbs	205-1/2 South Broadway Bartow, FL 33830	Vice-President
Nell Nelson	1510 North Broadway Bartow, FL 33830	Secretary/Treasurer

#### ARTICLE 10: INCORPORATORS

The name and address of each Incorporator is as follows:

James F. Clements  
Post Office Box 524  
Bartow, FL 33831

George Grubbs  
205-1/2 South Broadway  
Bartow, FL 33830

Nell Nelson  
1510 North Broadway  
Bartow, FL 33830

ARTICLE 11: BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE 12: AMENDMENT


The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 13: NON-STOCK BASIS


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

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 7 day of November, 2003.

Witnesses:

  
Peter A. Miller

  
James F. Clements

  
Martha B. Bell

  
George Grubbs

*James F. Clements*  
*Peggy DeVivo*

*Nell Nelson*  
Nell Nelson

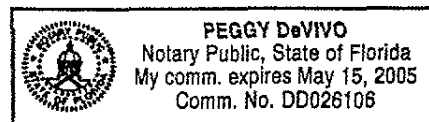
STATE OF FLORIDA  
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments, personally appeared James F. Clements, who executed the foregoing Articles of Incorporation, who is personally known to me or produced identification, and who did not take an oath. Identification Produced: DL # 0455-446-59-419-0

WITNESS my hand and official seal in the County and State named above on the 7 day of November, 2003.

(Affix Notarial Seal)

*Peggy DeVivo*  
Notary Public - State of Florida at Large  
My Commission Expires:



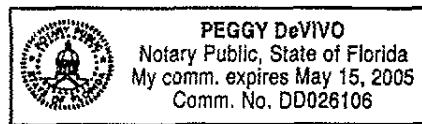
STATE OF FLORIDA  
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments, personally appeared George Grubbs, who executed the foregoing Articles of Incorporation, who is personally known to me or produced identification, and who did not take an oath. Identification Produced: DL # 6612-647-47-321-0

WITNESS my hand and official seal in the County and State named above on the 14  
day of November, 2003.

(Affix Notarial Seal)

Peggy DeVivo  
Notary Public - State of Florida at Large  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF POLK

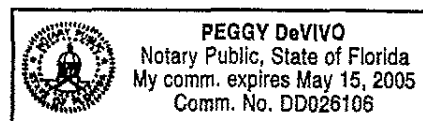
I CERTIFY that this day before me, an officer duly authorized to take acknowledgments,  
personally appeared Nell Nelson, who executed the foregoing Articles of Incorporation, who is  
personally known to me or produced identification, and who did not take an oath. Identification

Produced: \_\_\_\_\_

WITNESS my hand and official seal in the County and State named above on the 20  
day of November, 2003.

(Affix Notarial Seal)

Peggy DeVivo  
Notary Public - State of Florida at Large  
My Commission Expires:



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CERTIFICATE DESIGNATING  
REGISTERED OFFICE AND REGISTERED AGENT

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is  
submitted in compliance with said provisions:

That **BARTOW YOUTH FAIR SUPPORTERS, INC.**, desiring to organize under the laws  
of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the  
City of Bartow, County of Polk, State of Florida, has designated 245 South Central Avenue, Bartow,  
FL 33830, as its registered office and Keith D. Miller as its registered agent at said office to accept  
service of process within this state.

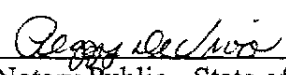
**ACKNOWLEDGMENT AND ACCEPTANCE:**

Having been named to accept service of process for the above stated corporation, at the  
registered office designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with said provisions relative to keeping open said office.

By

  
Keith D. Miller, Registered Agent

SWORN TO AND SUBSCRIBED before me on this 20 day of November, 2003.

  
Notary Public - State of Florida at Large  
My Commission Expires:

