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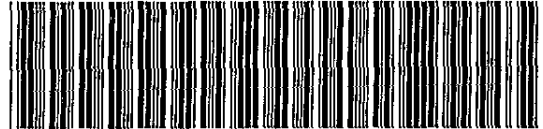
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John B. Crowther

ATTORNEY AT LAW
279 EAST GRAVES AVENUE
ORANGE CITY, FLORIDA 32763
TEL. (386) 775-6179
FAX (386) 775-7908

December 3, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation (Friends of Orange City Parks, Inc.).

Ladies/Gentlemen:

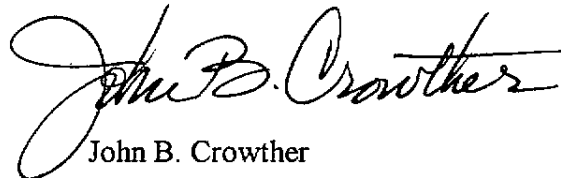
Enclosed please find the original and ONE (1) copy of the Articles of Incorporation for the above-referenced corporation, together with the original and ONE (1) copy of the certificate designating registered agent.

It would be most appreciated if you would file said articles and certificate, and return the photocopy (not certified copy) thereof to this office with the date of filing stamped thereon.

Also enclosed please find my office check in the amount of \$70.00 broken down as follows: Filing fee (\$35.00) and registered agent fee (\$35.00).

Thanking you, and should you have any questions please do not hesitate to contact me.

Very truly yours,


John B. Crowther

JBC:
Encl:as

ARTICLES OF INCORPORATION
OF
FRIENDS OF ORANGE CITY PARKS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC -8 PM 2:29

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THE UNDERSIGNED, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes and the Florida Not For Profit Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is FRIENDS OF ORANGE CITY PARKS, INC.

ARTICLE II

Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE III

Incorporators

The names and addresses of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| ALMA SACKETT | 930 North Carpenter Avenue Orange City, FL 32763 |
| MICHAEL P. WRIGHT | 520 East Oakwood Avenue Orange City, FL 32763 |
| JAMES TAYLOR | 461 South Holly Avenue Orange City, FL 32763 |

ARTICLE IV

Purpose

Section 1: The purposes for which the corporation is organized are exclusively charitable within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the

corresponding provision of any future United States law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or under the corresponding provision of any future federal tax code. More particularly, the corporation may conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues, devises and bequests of money and of real and personal property; may acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal or of a mixed nature; and may make expenditures and distributions to or for the benefit of the City of Orange City, Division of Leisure Services, or to any subsequent successor, or to any other organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or under the corresponding provision of any future federal tax code.

Section 2: Notwithstanding any other provision in these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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 law.

Section 3: No part of the income or assets of this corporation shall inure to the benefit of any private individual or member.

Section 4: This corporation shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members.

ARTICLE VI

Publicly-supported, Tax-exempt Not for Profit Corporation

No part of the net earnings of the corporation shall inure to the benefit of, nor shall they 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 IV hereof. No substantial part of the activities of the corporation shall involve the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, nor shall it intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

A. By a corporation exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code, or under any corresponding provision of any future federal tax code; or

B. By a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or under any corresponding section of any future federal tax code.

ARTICLE V Membership

Section 1: The qualifications for membership and the manner of their admission and removal shall be established and regulated by the By-Laws of the corporation.

Section 2: The corporation shall provide for equal membership and employment opportunities for all persons, regardless of race, color, religion, sex, age, disability or national origin.

ARTICLE VI Directors

Section 1: The business, property and affairs of the corporation shall be managed by a Board of Directors, all of whom shall be members of the corporation, which shall have the power to initiate

and approve plans and programs for the welfare of the members of the corporation; have custody and management of the land, buildings, equipment, securities, and other properties of the corporation; adopt the annual budget of the corporation; borrow money; raise and disburse funds; invest and reinvest funds of the corporation; sell, buy and exchange properties and securities of the corporation; make contracts; elect and remove the officers of the corporation; appoint, or delegate the power to appoint, other employees of the corporation; and perform all other duties and have such other powers as may be necessary to carry out the purposes of the corporation.

Section 2: There shall not be less than THREE (3) members of the Board of Directors, all of whom shall be elected in the manner set forth in the By-Laws of the corporation, and all of whom shall be EIGHTEEN (18) years of age or older. Additional Directors, in any odd number, may be added to the Board of Directors at the annual meeting of the members of the corporation, in the manner set forth in the By-Laws. A Director may simultaneously hold another office in the corporation.

Section 3: The Board of Directors shall have the power to fill vacancies in its own membership. Such new members shall hold office until the next annual meeting of the members of the corporation.

Section 4: A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

Section 5: The names and addresses of the individuals who shall serve on the initial Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| ALMA SACKETT | 930 North Carpenter Avenue Orange City, FL 32763 |

MICHAEL P. WRIGHT

520 East Oakwood Avenue
Orange City, FL 32763

JAMES TAYLOR

461 South Holly Avenue
Orange City, FL 32763

ARTICLE VII

Officers

Section 1: The initial officers of the corporation shall be the President, the Vice President for Volunteers, and the Secretary/Treasurer. Such other officers and assistant officers may be created from time to time by the Board of Directors. All officers shall be elected annually by the Board of Directors, and shall serve for a term of ONE (1) year or until their successors are elected.

Section 2: The Board of Directors shall have the power to fill vacancies among the officers at any time, and officers so elected to fill such vacancies shall serve until the next annual meeting of the Board of Directors or until their successors are elected.

ARTICLE VIII

Registered Office

The street address of the initial Registered Office of the corporation is 520 East Oakwood Avenue, Orange City, Florida 32763, and the name of the initial Registered Agent is MICHAEL P. WRIGHT.

ARTICLE IX

By-Laws

The Board of Directors shall have the power to adopt and amend, from time to time, By-Laws regulating the affairs and prescribing the duties of the officers of the corporation, which By-Laws shall not be inconsistent with these Articles.

ARTICLE X

Corporate Seal

The seal of the corporation shall be a circular impression of the words and figures:
Incorporated - 2003, surrounded by the name of the corporation.

ARTICLE XI
Use of Assets on Dissolution and Use of Income

Section 1: In the event of dissolution, the residual assets of the corporation will be turned over to ONE (1) or more organizations which themselves are exempt as organizations described in §§501(c)(3) and 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States law, or to the federal, state or local government exclusively for public purpose.

Section 2: The corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes. No part of any of the net earnings of the corporation shall inure to the benefit of any member or other individual.

ARTICLE XII
Amendments

Amendments to the Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must then be presented to and adopted by a majority vote of the members of the corporation present and voting, either in person or by proxy, at a meeting of the membership called for that purpose. Notwithstanding the foregoing, and in addition or as an alternative thereto, amendments which are either required or advisable so as to obtain or maintain the tax-exempt status of the corporation, may be adopted by the unanimous vote of the directors then in office, either in person or by proxy, at a meeting of the Board of Directors called for that purpose.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names, this
21st day of November, 2003.

Alma S. Sackett
Alma Sackett

Michael P. Wright
Michael P. Wright

James Taylor
James Taylor


STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared ALMA SACKETT, MICHAEL P. WRIGHT, and JAMES TAYLOR, each of whom produced a Florida drivers license as identification, and they acknowledged that they executed the foregoing for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 21st day of November, 2003.

Margaret S. Crowther
Notary Public, State of Florida

My commission expires:

 Margaret S. Crowther
MY COMMISSION # DD157954 EXPIRES
November 2, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVING PROCESS WITHIN THIS STATE AND NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

THE FOLLOWING is submitted in compliance with Section 48.091, Florida Statutes (2003),
as amended:

FRIENDS OF ORANGE CITY PARKS, INC., a corporation organizing under the Laws of
the State of Florida, with its principal office at 520 East Oakwood Avenue, Orange City, Florida
32763, and its Registered Office at that same address, has named MICHAEL P. WRIGHT, as its
agent to accept process within this state.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-named corporation at
the place designated as the Registered Office in this certificate, I hereby accept said designation and
agree to act in this capacity, and further agree to comply with the provisions of said statute relative
to keeping open said Registered Office.

DATED this 21 day of November, 2003.


Michael P. Wright