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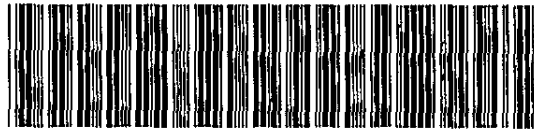
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TALLAHASSEE, FLORIDA
04 JUN 17 PM 12:57

The Law Office Of
Kristi M.
Odom, P.A.
ATTORNEY AT LAW

*KRISTI M. ODOM
*ALSO ADMITTED IN ALABAMA

1314 JACKSON AVENUE
CHIPLEY, FLORIDA 32428
(850) 638-7587
FAX (850) 638-3409

June 10, 2004

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

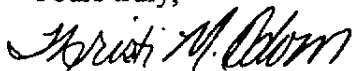
RE: Enclosed Articles of Incorporation

Dear Clerk:

Please file the enclosed Articles of Incorporation for Gail Adams Memorial Fund, Inc. Attached is a check in the amount of \$78.75 to cover the filing fee and the designation of Registered Agent.

If further information is required, please call and the same will be provided to you promptly. Thank you for your courtesies in this regard.

Yours truly,


Kristi M. Odom

Encl.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED
04 JUN 17 AM 11:35
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

June 14, 2004

THE LAW OFFICE OF KRISTI M. ODOM, P.A.
1314 JACKSON AVENUE
CHIPLEY, FL 32428

SUBJECT: GAIL ADAMS MEMORIAL FUND, INC.
Ref. Number: W04000022859

We have received your document for GAIL ADAMS MEMORIAL FUND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 704A00039885

ARTICLES OF INCORPORATION OF GAIL ADAMS MEMORIAL FUND, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is as follows:
Gail Adams Memorial Fund, Inc.

**ARTICLE TWO
ADDRESS**

The address of the principal office and the mailing address of the corporation is 1220 Jackson Avenue, Chipley, Florida, 32428.

**ARTICLE THREE
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1220 Jackson Avenue, Chipley, Florida, 32428. The name of its initial registered agent at that address is John Adams.

**ARTICLE FOUR
NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE FIVE
NOT FOR PROFIT**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. 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 directors or officers, except to the extent permissible under these articles, under law, and under 28 USCA Section 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA Section 501(c)(3).

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ARTICLE SIX DURATION

The duration of the corporation is perpetual.

ARTICLE SEVEN PURPOSE

The corporation is organized and shall be operated exclusively for the following charitable purpose: to promote and encourage the Chipley High School boys baseball program and girls softball program by promoting and encouraging the sport, pleasure, exercise and recreation of the players, coaches and other program members, providing for the entertainment and physical improvement and fitness of the players, coaches and other program members, supporting the programs through the purchase and presentation of trophies, and managing and conducting entertainments, excursions, and social meetings in furtherance of the programs' objectives.

ARTICLE EIGHT POWERS

The corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or 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 the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE NINE LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set for the in Article 7 of these Articles.

ARTICLE TEN TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA Section 501(a) as an organization described in 26 USCA Section 501(c)(3) and which is other than a private foundation as defined in 26 USCA Section 509. These articles shall be construed accordingly and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent would result in the loss of exemption under 26 USCA Section 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE ELEVEN DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all assets of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time or receiving the assets, it is operated exclusively for the purposes described in 26 USCA Section 170(c)(1) or 26 USCA Section 170(c)(2)(B) and is described in 26 USCA Section 509(a)(1), (2) or (3).

ARTICLE TWELVE BOARD OF DIRECTORS

The method of election of the directors is as stated in the bylaws of this Corporation. The name and address of each member of the initial Board of Directors is as follows:

John Adams
1220 Jackson Avenue
Chipley Fl 32428

Drayton Kilpatrick
1334 Old Bonifay Road
Chipley Fl 32428

Tonya Myers
3499 Gainer Road
Chipley Fl 32428

ARTICLE THIRTEEN OFFICERS

The name and address of each officer of the Corporation is as follows:

President:
John Adams
1220 Jackson Avenue
Chipley Fl 32428

Vice-President
Drayton Kilpatrick
1334 Old Bonifay Road
Chipley Fl 32428

Secretary/Treasurer
Tonya Myers
3499 Gainer Road
Chipley Fl 32428

ARTICLE FOURTEEN BYLAWS

The bylaws 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 FIFTEEN AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE SIXTEEN INDEMNIFICATION AND LIABILITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

The undersigned has executed these articles of incorporation on this 10 day of June, 2004.


JOHN ADAMS

ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for Gail Adams Memorial Fund, Inc., 1220 Jackson Avenue, Chipley, Florida 32428, 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 am familiar with and accept the obligations of my position as Registered Agent.


JOHN ADAMS

6-10-04
DATE

04 JUN 17 PM 12:57

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