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July 26, 2000

KELLEY D. JONES, ASSOCIATE

TELEPHONE (352) 376-6163
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NO 4485

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

Re: Amended and Restated Articles of Incorporation for the
Alachua County Youth Fair and Livestock Show Association, Inc.

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-07/27/00--01050--009
*****35.00 *****35.00

To Whom It May Concern:

Please find enclosed a true copy of the Articles of Amendment and Resolutions which authorized the filing of the Amended and Restated Articles of Incorporation. Please also find enclosed the original approved Amended and Restated Articles of Incorporation.

Please also find enclosed my check in the amount of \$35.00 for purposed of filing the amended and restated articles. Would you record these and provide a date and timed stamped copy to me in the enclosed envelope. Thank you for your consideration.

Yours very truly,


PETER C.K. ENWALL

PCKE/rtw
Enclosures
cc: Mr. John Gentry

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TALLAHASSEE, FLORIDA

Amended & Restated
11/98 7-27-00
NO 4485- CM

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION AND CHARTER**

OF

ALACHUA COUNTY YOUTH FAIR AND LIVESTOCK SHOW ASSOCIATION, INC.

ARTICLE I

Name and Principal Place of Business

The name of the Corporation and the place where the principal office is to be located is:
ALACHUA COUNTY YOUTH FAIR AND LIVESTOCK SHOW ASSOCIATION, INC. (a
Florida Not-for-Profit Corporation) whose principal place of business is 2800 N.E. 39th Avenue,
Gainesville, Florida, 32609.

ARTICLE II

Objects, Powers and Purposes

This corporation is formed to conduct and operate public fairs and expositions pertaining
to agricultural matters and more particularly to the exhibition of livestock, poultry, crafts, youth
projects and farm products.

In connection with the fulfilment of its sole purpose, the Corporation is empowered to:

1. To promote for the youth of Alachua County livestock shows and expositions that will
reflect the deep interest of the community in the development of young people in agricultural
fields.

2. To prepare and direct the lives of young people toward success and satisfaction in

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agricultural pursuits.

3. To provide educational and technical instruction in the handling and care of livestock to capture the attention of the community and increase the awareness of the community in the beneficial nature of livestock production and to bring together community agricultural and business interests for such purpose.

4. To further the benefit and development of the educational, agricultural, horticultural, livestock and other resources of the state or any county or counties of the state.

To this end, the Corporation is empowered to perform all acts authorized by law; provided, however, the corporation shall not engage in any activity that is not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding future provision of the Revenue Code, and the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office. No part of the net earnings of this Corporation shall inure to the benefit of any member or private individual, and no member, director, or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation

ARTICLE III

Membership

The members of the Board of Directors of the Corporation shall also constitute the entire membership of the Corporation. The qualifications and terms of such membership and of the Board of Directors, and the manner of the admission and expulsion of members and directors shall be as set forth in the By-Laws of the Corporation.

ARTICLE IV

Existence

The existence of the corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE V

Subscribers

The names and residences of the subscribers to these Amended and Restated Articles of Incorporation and Charter are as follows:

1. John Gentry, 2602 N.W. 156th Avenue, Gainesville, FL 32609.
2. Donnie Odom, 22210 Old Providence Road, Alachua, FL 32615.
3. Kathleen Eubanks, Route 1, Box 290, Micanopy, FL 32667

ARTICLE VI

Officers

The affairs of the Corporation shall be managed by the following officers: a president,

vice-president, and secretary/treasurer, who shall be elected annually by the Board of Directors and shall serve in accordance with the By-Laws of the Corporation.

ARTICLE VII

By-Laws

The By-Laws of the corporation are to be made, altered or rescinded by a majority vote of the Board of Directors present at any special or regular meeting of the board, with notice given as provided by the By-Laws.

ARTICLE VIII

Highest Amount of Liability

The highest amount of indebtedness or liability to which the Corporation may at any time subject itself is: \$250,000.00.

ARTICLE IX

Amendments

These Amended and Restated Articles of Incorporation and Charter may be amended at any regular or special meeting of the Board of Directors by a majority vote of the board and with advance notice given as required by the By-Laws.

ARTICLE X

Registered Agent

John E. Gentry, whose address is 2602 N.W. 156th Avenue, Gainesville, Florida, 32609, is authorized to serve as registered agent of the Corporation, and the acceptance of the duties of

registered agent by said individual is attached hereto.

ARTICLE XI

Distribution on Dissolution

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inured to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, shall be distributed as directed by members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation, or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or other entities of the type which qualify for federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or subsequent amendments.

ARTICLE XII

Right to indemnification

To the extent permitted by the law of Florida, the corporation shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals by reason of the fact

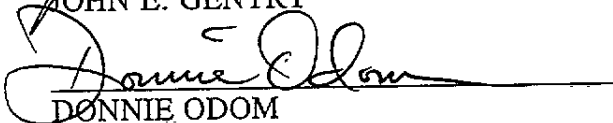
that the person was acting as a director, officer, or employee of the Corporation. Indemnification shall be against all expenses, including without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, and fines reasonably and actually incurred by the person in settlement of any action, suit, or proceedings provided that the Board of Directors shall first have determined, in its sole judgment, that the person acted in good faith and in a manner that he or she reasonably believed to be in the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

DATED this 8th day of November, 1999.

SIGNED BY:



JOHN E. GENTRY



DONNIE ODOM



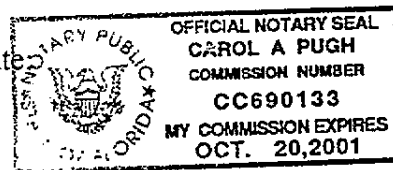
KATHLEEN EUBANKS

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, personally appeared JOHN E. GENTRY, DONNIE ODOM, and Kathleen Eubanks, in witness whereof, the foregoing subscribers to the Amended and Restated Articles of Incorporation and Charter of the Alachua County Youth Fair and Livestock Association, Inc., each a person of good character and reputation, who by their signatures duly affixed below, state under oath or affirm that the primary object of the Association is public service; that there has been provided for the purposes of the Association property, money, and other valuable assets in value exceeding \$5,000.00; and that the Association intends in good faith to carry out the purposes and objects set forth in its Charter.

Witness my hand and official seal, in Gainesville, Alachua County, Florida, on this 8th day of November, 1999.

Carol A. Pugh
Notary Public
Print Name:
Commission Expiration Date:
Commission Number:



REGISTERED AGENT'S ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
for this Corporation.


JOHN E. GENTRY,
Registered Agent

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION FOR
ALACHUA COUNTY YOUTH FAIR AND LIVESTOCK SHOW ASSOCIATION, INC.
AND RESOLUTIONS REGARDING TO SAME

WHEREAS, the Board of Directors has proposed the adoption of amendments to the Articles of Incorporation, which amendment is entitled " Amended and Restated Articles of Incorporation for Alachua County Youth Fair and Live Stock Show Association, Inc.", a true copy of said Amendment and Restated Articles being attached hereto and incorporated herein by reference, and a Resolution calling for the adoption of such amended articles having been submitted to a vote at the regular meeting of the Board of Directors scheduled for April 13, 2000, and considering that the Articles of Incorporation of the Corporation in Article X expressly provides:

"These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors, by a majority vote of the Board and with advance notice given as required by the By-Laws."; and,

WHEREAS, advance notice setting forth the proposed amendment having been given to each member of the Board of Directors in accordance with the Articles of Incorporation and the By-Laws; and

WHEREAS, it is the desire and intent of the members of the Board of Directors to amend the Articles of Incorporation of the corporation to be as thus stated in the "Amended and Restated Articles of Incorporation for Alachua County Youth Fair and Livestock Show Association, Inc."

BE IT RESOLVED as follows:

The Articles of Incorporation of the corporation are hereby amended to read in accordance with the attached, the terms of which are incorporated herein by reference.

WHEREAS, the aforesaid Amendment has been adopted by virtue of having received a majority of the votes of the Board of Directors, a quorum having been present and with advance

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notice given as required by the By-Laws at the regular meeting of said Board of Directors held on
the 13 day of April, 2000, in Alachua County, Florida.



President



Secretary