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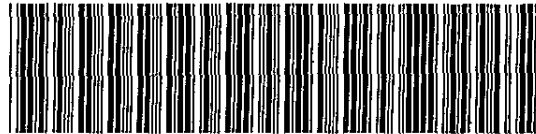
(Business Entity Name)

(Document Number)

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B. McKnight MAR 25 2005

**TIMOTHY J. McFARLAND**

ATTORNEY & COUNSELOR AT LAW  
POST OFFICE BOX 202  
PORT ST. JOE, FL 32457

Tim McFarland P.A.  
Historic Downtown  
326 Reid Avenue

Phone 850-227-3113  
Fax 850-227-2113

March 14, 2005

Division of Corporations  
Secretary of State  
PO Box 6327  
Tallahassee, FL 32314

RE: AOI for Pirates of Saint Joseph Bay, Inc

Dear Ladies and Gentlemen:

Please find enclosed Articles of Incorporation for Pirates of Saint Joseph Bay, Inc. along with a check to cover the filing fee of \$78.75. Upon completion of the application process, please forward the approved corporation documents to:

Scott Lamberson  
801 Garrison Ave  
Port St. Joe, FL 32456

for further processing. Thank you for your time and attention with regard to the matter.

Sincerely,

Transcribed and signed in  
writer's absence to avoid delay in mailing.



Timothy J. McFarland

TJM/sjl  
enclosures

**ARTICLES OF INCORPORATION  
OF  
PIRATES OF SAINT JOSEPH BAY, INC.  
( A Florida Nonprofit Corporation)**

The undersigned, in order to form a nonprofit corporation under the laws of the State of Florida, hereby sign and verify the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is "PIRATES OF SAINT JOSEPH BAY, INC."

**ARTICLE II**

The duration of the corporation shall be perpetual.

**ARTICLE III**

The initial registered office of the corporation is 801 Garrison Avenue, Port St. Joe, Florida, 32456, and the initial registered agent at such address is Scott Lamberson. The principal address of said corporation is the same.

**ARTICLE IV**

Section 1. **Purpose.**

1.1 The specific and primary purpose for which this corporation is formed is to operate for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now stated, or as it may be hereafter amended. Purpose of said corporation will be to improve community enrichment and cultural development through historical re-enactment, holiday and community festivals and other entertainment and cultural development. In furtherance of its objective, the corporation may secure and distribute contributions from individuals, corporations, governmental entities and foundations.

Section 2. **Limitations.**

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any trustee, officers or members of the corporation, or any private individuals.

2.2 The corporation shall have no members.

2.3 No trustee or officer of the corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Trustees for identical uses and purposes to any other organization which would then qualify for exemption under the provisions of Section 501 (c) (3) of the Internal Revenue Code as now stated, or as it may be hereafter amended.

2.4 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted under Section 501 (c) (3) by the Internal Revenue Code and the corporation shall not participate in, or intervene in (including the publication

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or distribution of statements), any political campaign on behalf of any candidate for public office.

2.5<sup>1</sup> Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by organization contributions to which are deductible under Section 170 (c) (2) of such code as now stated, or as it may be hereafter amended.

### Section 3. Powers.

3.1 In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or By-Laws, the corporation shall have all powers which now or hereafter conferred by law upon a corporation organized for the purpose set forth above, or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation.

## ARTICLE V

### Section 1. Board of Trustees.

1.1 The management of the corporation will be vested in a board of no less than three (3) trustees. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the trustees shall be such as are prescribed by the By-Laws of the corporation.

### Section 2. Initial Board of Trustees.

2.1 The names and addresses of the trustees who will first manage the affairs of the corporation until the first annual meeting, as provided in the By-Laws, and until their successors are elected and qualified are:

Tommy Davis  
521 E 4<sup>th</sup> Street  
Port St. Joe, Florida, 32456

Carol Davis  
521 E 4<sup>th</sup> Street  
Port St. Joe, Florida, 32456

Scott Lamberson  
801 Garrison Ave.  
Port St. Joe, FL 32456

Sandra Lamberson  
801 Garrison Ave.  
Port St. Joe, FL 32456

Pollyanna Huie  
208 Eighth Street, B  
Port St. Joe, FL 32456

### Section 3. Limitation of Liability.

3.1 A director shall not be personally liable to the corporation or its members, if any, of monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct, or a knowing violation of the law by the director, or for any transaction for which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Florida Not for Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of directors of the corporation shall be eliminated or limited

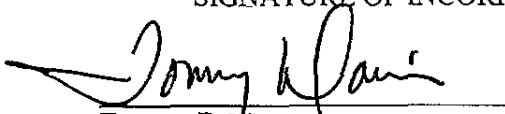
to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without any requirement of further action by the directors or members. Any repeal or modification of this article shall not adversely affect any right or protection of any individual who was or is a director of the corporation at any time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

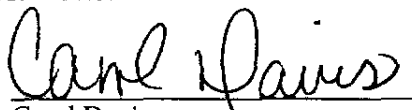
#### ARTICLE VI

The authority to make, alter, amend or repeal By-Laws is vested in the Board of Trustees and may be exercised at regular or special meeting of the Board.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13<sup>th</sup> day of January, 2005.


#### SIGNATURE OF INCORPORATORS/SUBSCRIBERS:

  
Tommy Davis

  
Carol Davis

  
Scott Lamberson

  
Sandra Lamberson

  
Pollyanna Hule

#### ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

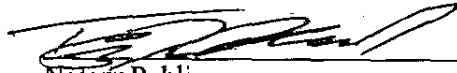
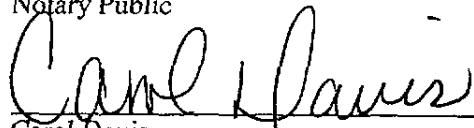
  
Scott Lamberson, Registered Agent

State of Florida  
County of Gulf

BE IT REMEMBERED that on this 13<sup>th</sup> day of January, 2005, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared SCOTT LAMBERSON, who is ~~personally known to me~~ or who produced \_\_\_\_\_ as identification, the incorporator/subscriber signing the Articles in the above corporation and he acknowledged before me that the proposed Article of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.

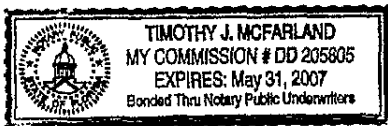



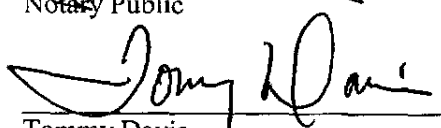
  
Notary Public  
  
Carol Davis

State of Florida  
County of Gulf

BE IT REMEMBERED that on this 13<sup>th</sup> day of January, 2005, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared CAROL DAVIS, who is personally known to me or who produced \_\_\_\_\_ as identification, the incorporator/subscriber signing the Articles in the above corporation and she acknowledged before me that the proposed Article of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that she desires to associate herself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.

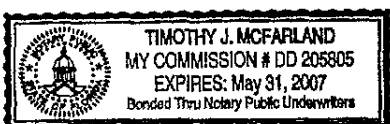


  
Notary Public  
  
Tommy Davis

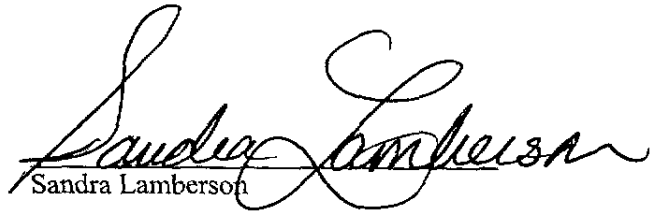
State of Florida  
County of Gulf

BE IT REMEMBERED that on this 13<sup>th</sup> day of January, 2005, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared TOMMY DAVIS, who is personally known to me or who produced \_\_\_\_\_ as identification, the incorporator/subscriber signing the Articles in the above corporation and he acknowledged before me that the proposed Article of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



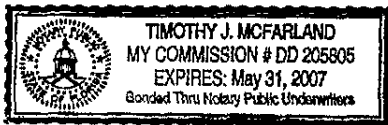
  
Notary Public

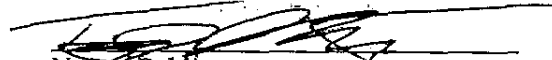
  
Sandra Lamberson

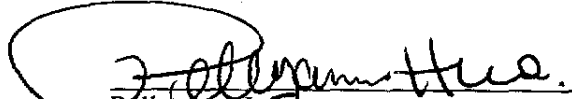
State of Florida  
County of Gulf

BE IT REMEMBERED that on this 13 day of January, 2005, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared SANDRA LAMBERSON who is personally known to me or who produced \_\_\_\_\_ as identification, the incorporator/subscriber signing the Articles in the above corporation and she acknowledged before me that the proposed Article of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that she desires to associate herself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



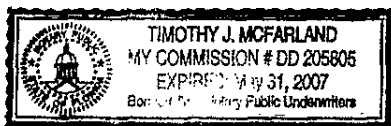
  
Notary Public

  
Pollyanna Huie

State of Florida  
County of Gulf

BE IT REMEMBERED that on this 13<sup>th</sup> day of January, 2005, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared POLLYANNA HUIE, who is personally known to me or who produced \_\_\_\_\_ as identification, the incorporator/subscriber signing the Articles in the above corporation and she acknowledged before me that the proposed Article of Incorporation is the free act and deed of the incorporator/subscriber and that the facts therein set are truly set forth and that she desires to associate herself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



  
Notary Public

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