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Division of Corporations

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2005 APR 21 AM 10:45

FLORIDA NON-PROFIT CORPORATION

Flagler County Chamber Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
FLAGLER COUNTY CHAMBER FOUNDATION, INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation (the "Corporation") shall be: FLAGLER COUNTY CHAMBER FOUNDATION, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 20 Airport Road, Bunnell, Florida 32110, or at such other address as may be determined by the Board of Directors.

(d) The resident agent of the Corporation is Dick Morris, whose address is 20 Airport Road, Bunnell, Florida 32110.

**ARTICLE II
PURPOSES**

(a) This Corporation is organized and shall be operated exclusively for charitable and educational purposes, including, without limitation, the following purposes: (i) to receive and administer funds for educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or as time to time may be replaced (the "Code"), and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value; (ii) to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; (iii) to support education, including presentations by means of exhibits, symposia, publications and other educational programs; and (iv) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees, directors or officers, including, without limitation, making distributions to other organizations recognized as exemption under Section 501(c)(3) of the Code.

The primary charitable and educational purpose and goal of the Corporation is to educate local businesses and communities on the advantages of enhancing, promoting, and retaining industrial, commercial, retail and overall economic growth and development of Flagler County in an effort to better living standards by generating quality jobs, expanding individual opportunities and nurturing the quality of life in Flagler County, Florida. The purposes of the Corporation are also to encourage and assist public improvements, to train and work in conjunction with entrepreneurs, corporations, professionals and others with long term interest in economic

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progress. The purposes of the Corporation shall include the study of public issues and the making of recommendations based on such studies.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV DIRECTORS

The Corporation shall initially have five (5) members of the Board of Directors. The Board of Directors may increase or decrease the number of members of the Board of Directors from time to time in accordance with the Bylaws of the Corporation; provided, however, that the Board of Directors shall at all times have not more than seven (7) members and not less three (3)

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members. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

ARTICLE V AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time; and the Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE VI BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE VII PRIVATE FOUNDATION STATUS

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

- (a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.
- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.
- (d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

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ARTICLE IX
INCORPORATION

The name and address of the sole incorporator of the Corporation are Gary B. Wheeler, whose address is 20 Airport Road, Bunnell, Florida 32110.

Signed by the sole incorporator of the Corporation this 18th day of April, 2005.

Gary B. Wheeler
Gary B. Wheeler

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

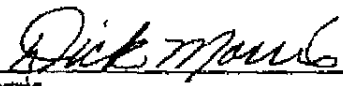
FLAGLER COUNTY CHAMBER FOUNDATION, INC.

2. The name and address of the registered agent and office are:

**DICK MORRIS
20 AIRPORT ROAD
BUNNELL, FLORIDA 32110**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: April 18, 2005


Dick Morris

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