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**FLORIDA NON-PROFIT CORPORATION**  
**THE ST. JOHNS COUNTY FAIR ASSOCIATION, INC.**

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## UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW

Established 1925

JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH III  
TRACY WILSON UPCHURCH  
SIDNEY F. ANSBACHER  
KATHERINE GAERTNER JONES  
MICHAEL A. SIRAGUSA  
STEPHEN A. FAUSTINI  
RICHARD Q. LEWIS III

780 North Ponce de Leon Boulevard  
St. Augustine, Florida 32084

Telephone (904) 829-9066  
Facsimile (904) 825-4862

Please reply to:  
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St. Augustine, Florida 32085-3007

OF COUNSEL:

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.

FRANK D. UPCHURCH, SR.  
(1894-1986)

masiragusa@ubulaw.com

October 13, 2005

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

Re: The St. Johns County Fair Association, Inc.  
Our File No. 5-04-178

Dear Sir or Madam:

Attached for filing please find the corporate charter for The St. Johns County Fair Association, Inc. Please note that this corporation has already been accepted by the Florida Department of Agriculture & Consumer Services as a Chapter 617 corporation. This filing is for informational purposes.

Thank you for your assistance in this matter. Please do not hesitate to contact me or my assistant, Nancy McAlum, if you have any questions or comments whatsoever.

Sincerely yours,

Michael A. Siragusa

MAS:nam  
Enclosures

**CHARTER OF**  
**THE ST. JOHNS COUNTY FAIR ASSOCIATION, INC.**

**THE UNDERSIGNED SUBSCRIBING MEMBER**, certifies and submits the following articles (the "Articles of Incorporation") for the purpose of forming a non-profit Fair Association under Chapters 616 and 617 of the Florida Statutes.

**ARTICLE I**

**Name and Principal Office**

The name of the fair association shall be: THE ST. JOHNS COUNTY FAIR ASSOCIATION, INC. (the "Association"), and the mailing and street address of the Association's initial principal office shall be located at 155 DRAKE ROAD, ST. AUGUSTINE, FL 32086.

**ARTICLE II**

**Nature of Business**

The Association is organized and shall be operated exclusively to conduct and operate a public fair or exposition in St. Johns County, Florida. The general nature of the Association's business shall be as follows:

- (a) To conduct and operate public fairs or expositions for the benefit and promotion of agricultural, horticultural, livestock and other resources of the county and state.
- (b) To conduct, hold and operate State, District, County livestock, poultry, agricultural, horticultural or other fairs or expositions at any or all times or from time to time.
- (c) To buy, lease, acquire and occupy lands and to erect buildings and improvements of all kinds thereon and to develop the same and to sell, mortgage, lease or convey said property or any part thereof at its discretion from time to time, and to sell or rent spaces for exhibitions or other privileges.
- (d) To hold, conduct and maintain midways, also to conduct and operate public fairs for handicraft and educational projects.
- (e) To charge and receive a reasonable compensation for admission to such fairs or expositions.
- (f) To conduct and hold public meetings, supervise and conduct lectures and all kinds of demonstration work in connection with or for improvement of agricultural, horticultural, stockraising and poultry raising and all kinds of farming and matters connected therewith.

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(g) To hold exhibits of agricultural and horticultural products, livestock, chickens and domestic animals and to give certificates or diplomas of excellence.

(h) Generally to do, perform and carry out all matters, acts and business, usual or proper, in connection with state, district or county fairs or expositions.

In furtherance of these stated purposes, the Association may receive and administer funds for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code" or "IRC") and is empowered to hold any property or undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal of the income in such manner as, in the judgment of the Directors, will best promote the purposes of the Association, 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 By-Laws of the Association, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

### **ARTICLE III**

#### **Membership**

The Association shall have a membership distinct from its Board of Directors. The authorized number, qualification and term of the members, the manner of their admission and expulsion, the different classes of membership, if any, the voting and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws of the Association.

### **ARTICLE IV**

#### **Term of Existence**

The Association shall exist perpetually.

### **ARTICLE V**

#### **Fair Director**

The name and address of the initial Fair Director shall be: COCHRAN KEATING, 155 Drake Road, St. Augustine, FL 32086.

### **ARTICLE VI**

#### **Board of Directors: Subscribing Members: Officers**

The powers of the Association shall be exercised, its assets controlled and affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws.

The Board of Directors may elect officers in addition to the Fair Director to manage

the daily affairs of the Association that will serve at the Board's pleasure. The number of officers, specific titles and duties shall be as stated in the By-laws.

Those subscribing members of the Association who will constitute the initial Board of Directors are:

COCHRAN KEATING	155 Drake Road St. Augustine, FL 32086
HARRY WALDRON	118 Colon Avenue St. Augustine, FL 32084
HENRY GREEN	25 St. Augustine Blvd. St. Augustine, FL 32084
DOUG WILBS	405 Night Hawk Lane St. Augustine, FL 32080
ALLAN ROBERTS	4175 State Road 16 St. Augustine, FL 32096
JIM DILBECK	128 Oak Avenue St. Augustine, FL 32084
PHIL GENOVAR	1715 Old Moultrie Road St. Augustine, FL 32086
TOMMY LEE	9165 Old Hastings Road Hastings, FL 32145
ALAN GREENE	36 Ocean Pines Drive St. Augustine, FL 32080
MIKE SIRAGUSA	780 N. Ponce de Leon Blvd. St. Augustine, FL 32084
TROY BLEVINS	112 Drake Road St. Augustine, FL 32086

#### **ARTICLE VII**

##### **No Financial Benefit to Directors or Members**

No part of the net earnings of the Association shall inure to the benefit of, or be

distributable to its members, directors, officers or other private persons, except that the Association 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 II. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VIII**

##### **Dissolution**

Upon dissolution of the Association or winding up of its affairs, the assets of the Association shall be distributed exclusively to one or more charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be hereafter amended, or 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 in the county in which the principal office of the Association 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.

#### **ARTICLE IX**

##### **Amendments to the Articles of Incorporation**

Amendments to these articles may be proposed by any Director of the Association. The Articles may be amended at any annual meeting of the Board of Directors, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of the Directors existing at the time of and present at such meeting.

#### **ARTICLE X**

##### **Amendments to By-Laws**

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Board of Directors for the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of the Directors existing at the time of and present at such meeting, except the initial Bylaws of the Association shall be made and adopted by the Charter members.

## **ARTICLE XI**

### **Indemnification**

In accordance with Section 616.07, Florida Statutes (2003), no member, officer or director of the Association shall be personally liable for the debts of the Association.

Without in any way limiting the foregoing, every director, officer and member of the Association serving the Association at its request shall be indemnified by the Association for all expenses and liabilities, including attorneys fees and appellate attorneys fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

## **ARTICLE XII**

### **Acknowledgment of Capital Contribution**

For the purposes of this Association, property, money and other available assets which exceed \$5,000 in total value have been contributed and the Association intends to carry out the purposes and objects set forth in Chapter 616 in good faith.

## **ARTICLE XIII**

### **Resident Agent and Street Address**

The name and the street address of the initial registered agent is: Cochran Keating, 155 Drake Road, St. Augustine, Florida 32086, and the acceptance of the duties of the registered agent are attached hereto.

## **ARTICLE XIII**

### **Association Indebtedness**

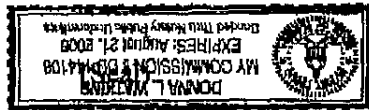
The Association shall not subject itself to an indebtedness which exceeds One Hundred Thousand Dollars (\$100,000.00).


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28 day of April, 2004.

  
COCHRAN KEATING, Subscribing Member

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

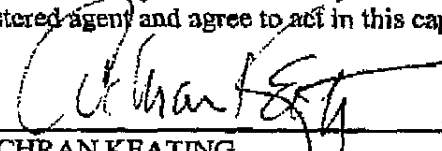
THE FOREGOING INSTRUMENT was acknowledged before me this 28 day of April, 2004, by COCHRAN KEATING, who did not take an oath and who is personally known to me.



  
Signature of Notary

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the foregoing Association at the place designated in these Articles of Incorporation, I hereby acknowledge I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
COCHRAN KEATING

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**OATH OF SUBSCRIBING MEMBERS**

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

Before me, the undersigned authority, personally appeared COCHRAN KEATING, HARRY WALDRON, ALLAN ROBERTS and PHIL GENOVAR, to me known and who, after first being duly sworn, stated that:

1. We are each subscribing members and initial directors of The St. Johns County Fair Association, Inc., a Florida non-profit corporation (the "Association"). We are competent to attest to the facts stated herein.
2. The primary object of the Association is public service.
3. The subscribing members have contributed property, money and other available assets to the Association which exceed \$5,000 in total value.
4. The Association intends to carry out the purposes and objects set forth in Chapter 616 in good faith.

  
COCHRAN KEATING

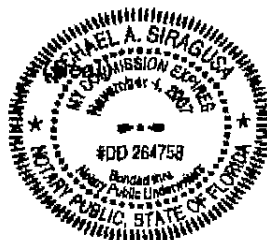
  
HARRY WALDRON

  
ALLAN ROBERTS

  
PHIL GENOVAR

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 14th day of May, 2004, by COCHRAN KEATING, HARRY WALDRON, ALLAN ROBERTS and PHIL GENOVAR, who are personally known to me.



  
Signature of Notary

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