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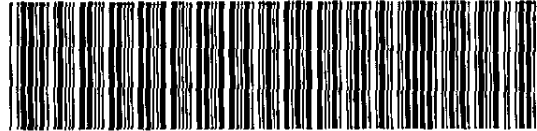
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F. 10-28

LAW OFFICES OF
LAMAR A. CONERLY, P.A.

POST OFFICE BOX 6944
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October 14, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for Lake Powell Community Alliance, Inc.

Dear Sir/Madam:

Enclosed herewith please find the Articles of Incorporation for the above-entitled non-profit corporation. Once same has been filed, please send a confirmation to our office at 850-837-5187. If you have any questions, please do not hesitate to contact me.

Thank you for your prompt attention to this matter.

Very truly yours,



Tara L. Burkett

Paralegal to Lamar A. Conerly, Jr., Esq.

LCJ/tlb
Enclosures
cc: Richard Bryan



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 20, 2005

LAMAR A. CONERLY, P.A.
4481 LEGENDARY DR., STE. 200
DESTIN, FL 32550

SUBJECT: LAKE POWELL COMMUNITY ALLIANCE, INC.
Ref. Number: W05000047942

We have received your document for LAKE POWELL COMMUNITY ALLIANCE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

An effective date may be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

Letter Number: 605A00063867

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05 OCT 27 PM 1:36

ARTICLES OF INCORPORATION
OF
LAKE POWELL COMMUNITY ALLIANCE, INC.
A NONPROFIT FLORIDA CORPORATION

ARTICLE I

NAME

The name of this corporation is LAKE POWELL COMMUNITY ALLIANCE, INC., a Nonprofit Florida Corporation.

ARTICLE II

TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

INCORPORATORS

The name and residence of the Incorporators are as follows:

Richard Bryan
387 North Wall Street
Panama City Beach, Florida 32413

Emily Ellis
Post Office Box 611112
Rosemary Beach, Florida 32461

Chris Foreman
Post Office Box 611112
Rosemary Beach, Florida 32461

The rights and interests of the Incorporators shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE IV

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions for the benefits of the Lake Powell Watershed as set forth in the management plan of the corporation not inconsistent with these Articles of Incorporation and which may be amended from time to time.

ARTICLE V

PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 IV hereof. Notwithstanding any other provision of these articles, the corporation 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 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 corresponding section of any future federal tax code.

ARTICLE VI

DISSOLUTION

1. Upon the dissolution of the corporation, assets shall be distributed to support organizations or its successor, to be used exclusively for the purposes herein above set forth, provided that such does not impair or destroy the tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use. Upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to a federal, state or local government for exclusive public purposes (s).

ARTICLE VII

BOARD OF DIRECTORS

1. The affairs of the corporation are to be managed initially by a Board of Directors of three (3). Additional Directors in any odd number may be added to the Board as set forth in the duly adopted By-Laws. New Directors shall be elected annually by the members according to the By-Laws that may be in existence from time to time.

2. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

Richard Bryan
387 North Wall Street
Panama City Beach, Florida 32413

Emily Ellis
Post Office Box 611112
Rosemary Beach, Florida 32461

Chris Foreman
Post Office Box 611112
Rosemary Beach, Florida 32461

3. The initial officers of the Corporation shall be the Chairman, Vice-Chairman and the Secretary/Treasurer and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected annually by the Board of Directors.

ARTICLE VIII

INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The street and mailing address of the initial registered office is: 387 North Wall Street, Panama City Beach, Florida 32413 and the initial registered agent at that address is: Richard Bryan

ARTICLE IX

ADMINISTRATION

This corporation is organized, and shall be operated, on a non-stock basis.

ARTICLE X

MEMBERSHIP

1. The qualifications for members and the manner of their admission shall be regulated by the By-Laws of the corporation.

2. The corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, disability, or natural origin.

ARTICLE XI

BY-LAWS

The Directors, by majority vote, are authorized to establish By-Laws for the corporation not

inconsistent with these Articles of Incorporation, and to amend same from time to time.

ARTICLE XII

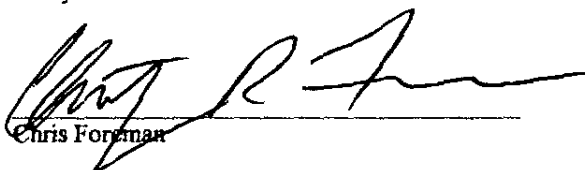
AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a majority vote of all members present and those represented by proxy at any meeting of the membership called for that purpose. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of October, 2005.


Richard Bryan


Emily Ellis


Chris Foreman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



FILED
05 OCT 27 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA