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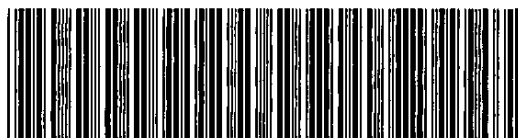
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LAW OFFICES  
**Hayden & Facciolo, P.A.**

PLEASE REPLY TO:

**AMELIA ISLAND OFFICE**

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September 1, 2006

VIA U.S. MAIL

Department of State  
Division of Corporations  
P.O. box 6327  
Tallahassee, FL 32314


**Re: Fernandina Beach Fall Music Festival, Inc. / Filing Articles of Incorporation**

Dear Sir or Madam:

This law firm represents the incorporator of Fernandina Beach Fall Music Festival, Inc., Mr. Jeff Barksdale. Enclosed you will find the original and one copy of the Articles of Incorporation for Fernandina Beach Fall Music Festival, Inc. for filing with the State of Florida. A check in the amount of \$ 87.50, which includes the filing fee, and the fees associated with obtaining a certified copy of the Articles and a Certificate of Status. If you have any questions in connection with this filing, please contact the undersigned attorney.

Sincerely,

HAYDEN & FACCILOLO, P.A.

  
Christal L. Fish

CLF  
Enc.

# ARTICLES OF INCORPORATION OF Fernandina Beach Fall Music Festival, Inc.

The undersigned hereby forms a corporation not-for-profit under Chapter 617, Florida Statutes, and do hereby adopt the following Articles of Incorporation:

## ARTICLE I

### NAME

The name of the corporation shall be Fernandina Beach Fall Music Festival, Inc. ("Corporation").

## ARTICLE II

### PRINCIPAL OFFICE

The principal business office of the Corporation shall be located initially at 961084 Buccaneer Trail, Fernandina Beach, FL, 32034 and the office of the Corporation may thereafter be at such other place as the Board of Directors ("Board") may designate from time to time.

## ARTICLE III

### PURPOSE AND POWERS OF THE ASSOCIATION

The Corporation is being formed to engage in any activity or business permitted under the laws of the State of Florida and the United States.

## ARTICLE IV

### DIRECTORS

- (1) The Corporation will initially have one director.
- (2) The number of directors may be increased to a number determined by the Bylaws. Directors shall be elected at the annual meeting in the manner determined by the Bylaws.
- (3) Directors may be removed and vacancies shall be filled in the manner provided by the Bylaws.
- (4) The name and address of the initial director is as follows:

Jeffery Russell Barksdale  
961084 Buccaneer Trail  
Fernandina Beach, FL 32034

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TALLAHASSEE, FLORIDA

## ARTICLE V

### OFFICERS

- (1) The affairs of the Corporation shall initially be administered by the officers named below.
- (2) Officers shall be elected annually at its first meeting following the annual meeting.
- (3) The name and address of the initial officer is as follows:

Jeffery Russell Barksdale, President, Treasurer, Secretary, VP  
961084 Buccaneer Trail  
Fernandina Beach, FL 32034

## ARTICLE VI

### BYLAWS

The first Bylaws of the Corporation shall be adopted by the director named herein, and may be altered, amended or rescinded in the manner provided by the Bylaws.

## ARTICLE VII

### INDEMNIFICATION

Every director and every officer shall be indemnified against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being, or having been, a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the directors or officer is adjudged guilty of wilful malfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, indemnification and reimbursement as being for the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

## ARTICLE VIII

### INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the Corporation shall be:

Jeffery Russell Barksdale  
961084 Buccaneer Trail  
Fernandina Beach, FL 32034

## ARTICLE IX

### DISSOLUTION

The Corporation may be dissolved in the manner provided by the laws of Florida.

ARTICLE X

TERM

The existence of this Corporation shall be perpetual.

ARTICLE XI

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- (2) Such approval of any amendment requires approval by all Board of Directors.

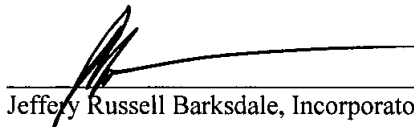
ARTICLE XII

INCORPORATORS

The name and address of the Incorporator is:

Jeffery Russell Barksdale  
961084 Buccaneer Trail  
Fernandina Beach, FL 32034

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation this 1st day of September, 2006.

  
\_\_\_\_\_  
Jeffery Russell Barksdale, Incorporator

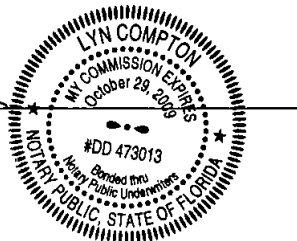
STATE OF Florida  
COUNTY OF Nassau

The foregoing instrument was freely and voluntarily acknowledged before me by Jeffery Russell Barksdale, who is personally known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at Fernandina Beach, Nassau County, Florida this 1st day of September, 2006.

  
\_\_\_\_\_  
Notary

Seal



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING  
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Fernandina Beach Fall Music Festival, Inc., desiring to organize under the laws of the State of Florida as a not-for-profit corporation, with its principal place of business in Nassau County, Florida, has named Jeffery Russell Barksdale, whose address is 961084 Buccaneer, Trl., Fernandina Beach, FL 32034, as its registered agent to accept service of process within this state, all in accordance with Chapter 617, Florida Statutes.

DATED this 1st day of September, 2006.

Fernandina Beach Fall Music Festival, Inc.

By: Jeffery Russell Barksdale

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 1st day of September, 2006.

By: Jeffery Russell Barksdale

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