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SEC. OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Boys & Girls Clubs of Tabula Rasa, Inc.

Enclosed is an original and one (1) COPY OF THE Articles of Incorporation and a check for:

___ \$ 70.00 Filing Fees

___ \$ 78.75 Filing Fee & Certificate of Status

___ \$ 78.75 Filing Fee & Certified Copy (**ADDITIONAL COPY REQUIRED**)

 X \$ 87.50 filing Fee, Certified Copy & Certificate (**ADDITIONAL COPY REQUIRED**)

FROM: Robert Day

11939 NW State Road 20

Bristol, FL 32321

Daytime Telephone 850-643-7812

NOTE; Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
Boys & Girls Clubs of Tabula Rasa, Inc.**

FILED

06 OCT -6 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) in order to form a corporate entity adopt(s) the following articles of incorporation, in compliance with Chapter 617, F. S. (Not for Profit)

ARTICLE I - NAME

The name of the corporation shall be Boys & Girls Club of Tabula Rasa, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

11939 NW State Road 20

Bristol, Florida 32321

ARTICLE III - PURPOSE

Section 1 -- The purposes for which the corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States law.

Section 2 – Not with standing any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3 -- In accordance with Section 1 and Section 2, the mission of the corporation shall be to help youth of all backgrounds, with special concern for those from disadvantaged circumstances, develop the qualities needed to become responsible citizens and leaders, irrespective of race, color, creed or national origin; to receive, invest and disburse funds; and to hold property for the purpose of the corporation.

Section 4 -- No part of the income or assets of this corporation shall inure to the benefit of any private individual or member.

Section 5 -- This Corporation shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members.

ARTICLE IV -- MANNER OF ELECTION

Section 1 -- At the first meeting of the members of the corporation, one third of the members of the board of directors shall be elected for one year, one third for two years and one third for three years, from among the members of the corporation. At each annual meeting thereafter, one third the number of directors shall be elected for three year terms. If the number of members of the board of directors is increased at any annual meeting, the additional members shall be elected in equal number for one, two and three year terms, and if the number of members is reduced at any annual meeting, the terms of the remaining members shall be adjusted, as may be necessary to provide an equal number serving one, two and three year terms.

ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS

Section 1

<u>Name</u>	<u>Address</u>
David A. Read Chairman	103 Palm Bay Blvd, Panama City Beach, FL 32408
Daniel G. Sims	2903 Jefferson Street, Marianna, FL 32446
Robyn Carpenter	13501 NW Freeman Road, Bristol, FL 32321
Duane Barber	2766 Levy Street, Cottondale, FL 32421
Jeff McSpaddin	14286 NW Joe Chason Circle, Bristol, FL 32321

Section 2 -- In the beginning, the membership of the corporation shall consist of those persons who have associated together to form the corporation.

Section 3 -- At the first meeting of the corporation and at any annual meeting thereafter, the members may elect additional members by a two thirds vote of the members present and voting.

Section 4 -- Membership shall be for a three year term or until a member is automatically dropped for nonattendance at meetings or removed for other cause.

Section 5 -- Any member who is absent from three consecutive meetings of the corporation shall be dropped from membership unless reelected or approved absence has been granted by the Chairman and President. At least fourteen (14) days before the date of the next meeting, the secretary/treasurer shall furnish to the Board the names of persons who were dropped from membership subsequent to the last meeting.

Section 6 -- Any member may be removed from membership on recommendation of the board of directors by a two thirds vote of the members present and voting at any special or annual meeting.

ARTICLE VI PURPOSED CLAUSE

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 distribution in furtherance of the purpose set forth in Article (3) hereof. No substantial part of the activities of the corporation shall be the carry on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing 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 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 the corresponding section of any future tax code, or (b) by a corporation 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 VII DISSOLUTION OF ASSETS

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 purpose.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent shall be and the registered office of said corporation shall be David A. Read, 103 Palm Bay Blvd, Panama City Beach, FL 32408.

Having been named as registered agent to accept services process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature Register Agent David A. Read

10/6/06

Date

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06 OCT -6 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX INCORPORATORS

<u>Name</u>	<u>Address</u>
David A. Read Chairman	103 Palm Bay Blvd Panama City Beach, FL 32408
Daniel G. Sims	2903 Jefferson Street, Marianna, FL 32446
Robyn Carpenter	13501 NW Freeman Road, Bristol, FL 32321
Duane Barber	2766 Levy Street, Cottondale, FL 32421
Jeff McSpaddin	14286 NW Joe Chason Circle, Bristol, FL 32321

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed his name to the Articles of Incorporation on this the 6th day of October, 2006.

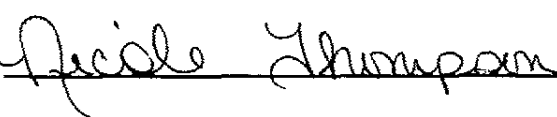

Board Chairman David A. Read

STATE OF FLORIDA

COUNTY OF LIBERTY

SWORN TO AND SUBSCRIBED before me this the 6 day of Oct, 2006.

Notary Public



My Commission Expires:

May 11, 2007