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A handwritten signature or initials in the bottom right corner of the page.

COVER LETTER

October 26, 2006

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

SUBJECT: Bay Taxpayers, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jacalyn N. Kolk, P.A.
Name (Printed or typed)

P.O. Box 59462
Address

Panama City, FL 32412
City, State & Zip

(850) 785-0535
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
BAY TAXPAYERS, INC.**

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The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation.

ARTICLE I

The name of the corporation shall be: Bay Taxpayers, Inc., a not-for-profit corporation. The principal place of business of this corporation shall be: 4116 Highway 231 North, Panama City, Florida 32404.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The purpose for which the corporation is organized is for the advancement of scientific study and education on social welfare including sound tax policy making and accomplishment of any other lawful purpose which furthers an exempt purpose under the IRS Code 501(c)(4) and Florida not-for-profit corporations.

ARTICLE IV

The qualifications for members are that they have demonstrated an interest in the purposes of this corporation; and have been admitted to membership under the provisions of the By-Laws.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve initially are:

<u>NAME</u>	<u>ADDRESS</u>
Allen Bense	1405 West Beach Drive Panama City, FL 32405
Carey Scott	4127 West Highway 98 Panama City, FL 32401
Earl Durden	2605 Thomas Drive Panama City Beach, FL 32408
William Grimsley, Jr.	7911 Thomas Drive, Suite 2 Panama City Beach, FL 32408
Robert Nixon Humble	4116 Highway 231 North Panama City, FL 32404
Clara Pease	2433 Thomas Drive, #124 Panama City Beach, FL 32408
Kathy L. Ridley	217 Sunset Lane Panama City Beach, FL 32407
William H. Smith	16826 Front Beach Road Panama City Beach, FL 32407
Stephanie Somerset	2113 Pebble Beach Place Panama City, FL 32408
Derwin White	4116 Highway 231 North Panama City, FL 32404

There shall always be a minimum of three (3) Directors, and so many additional as the Board of Directors may from time to time establish. The Directors shall be elected pursuant to the By-Laws.

ARTICLE VI

This corporation is organized under a non-stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(4) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior to future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE VIII

The names and addresses of the Incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Grimsley, Jr.	7911 Thomas Drive, Suite 2 Panama City Beach, FL 32408
Robert Nixon Humble	4116 Highway 231 North Panama City Beach, FL 32404
Cody Khan	11127 Front Beach Road Panama City Beach, FL 32407
Lee Sullivan	151 Coyote Pass, #6 Panama City Beach, FL 32407

ARTICLE IX

Every director and every officer of the corporation will be indemnified by the corporation against all expenses and liabilities, including legal fees reasonably incurred by and 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 being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty or willful misfeasance of malfeasance in the performance of his or her

duties. Provided that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such director and offer may be entitled.

ARTICLE IX

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

4116 Highway 231 North
Panama City, FL 32404

The name of the corporation's initial registered agent is: L. Charles Hilton, Jr.

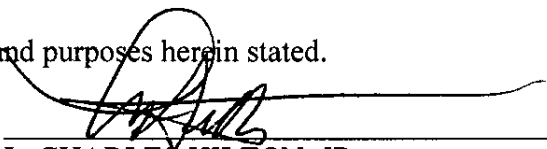
The mailing address of the corporation's principal office is:

P.O. Box 59462
Panama City, FL 32412

The corporation may change its registered office or its registered agent or both by filing with the Florida Department of State a statement complying with Section 607.0502, Florida Statutes

Acceptance of Registered Agent

IN WITNESS WHEREOF, the undersigned, hereby acknowledges that I am familiar with and accept the duties and responsibilities as Registered Agent for Bay Tax Foundation, Inc. Further, I have executed these Articles for the uses and purposes herein stated.



L. CHARLES HILTON, JR.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 OCT 27 PM 3:35

[NOTARIZATION CONTINUED ON FOLLOWING PAGE]

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of October, 2006, by L. CHARLES HILTON, JR. who is personally known to me or who has produced _____ as identification.

(Seal)

Jacalyn N. Kolk
NOTARY PUBLIC
(Type, Print or Stamp Name of Notary)



Jacalyn N. Kolk
MY COMMISSION # DD522553 EXPIRES
May 6, 2010
BONDED THRU TROY FAIN INSURANCE, INC.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of October, 2006.

W. C. Grimsley, Jr.
WILLIAM GRIMSLEY, JR., Incorporator

[Signature]
ROBERT NIXON HUMBLE, Incorporator

[Signature]
CODY KAHN, Incorporator **CODY KHAN**

[Signature]
LEE SULLIVAN, Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of October, 2006, by William Grimsley, Jr who is personally known to me or who has produced _____ as identification.

(Seal)

Jacalyn N. Kolk
NOTARY PUBLIC
(Type, Print or Stamp Name of Notary)



Jacalyn N. Kolk
MY COMMISSION # DD522553 EXPIRES
May 6, 2010
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of October, 2006, by ROBERT NIXON HUMBLE who is personally known to me or who has produced _____ as identification.

Jacalyn N. Kolk
NOTARY PUBLIC
(Type, Print or Stamp Name of Notary)

(Seal)



Jacalyn N. Kolk
MY COMMISSION # DD522553 EXPIRES
May 6, 2010
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of October, 2006, by CODY KHAN who is personally known to me or who has produced _____ as identification.

Jacalyn N. Kolk
NOTARY PUBLIC
(Type, Print or Stamp Name of Notary)

(Seal)



Jacalyn N. Kolk
MY COMMISSION # DD522553 EXPIRES
May 6, 2010
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of October, 2006, by LEE SULLIVAN who is personally known to me or who has produced _____ as identification.

Jacalyn N. Kolk
NOTARY PUBLIC
(Type, Print or Stamp Name of Notary)

(Seal)



Jacalyn N. Kolk
MY COMMISSION # DD522553 EXPIRES
May 6, 2010
BONDED THRU TROY FAIN INSURANCE, INC.