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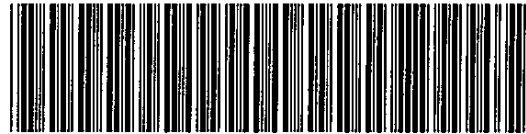
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Office Use Only

6229-626-
W07-48857



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 OCT 22 AM 8:41

gf 10/23/07

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DIVISION OF CORPORATIONS

07 OCT 22 AM 8:41

Charlie Morgan

Bookertown Heritage Festival, Inc.
Post Office Box 470195, Lake Monroe, Florida 32747
(407) 321-4270

September 28, 2007

Department of State
Division of Corporation
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314


Re: Bookertown Heritage Festival, Inc.

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation and Certificate of Designation of Registered Agent and my check in the amount of \$78.75 that represents the filing fee in this matter.

As always, if you have any questions, please let me know.

Very truly yours,


Charlie Morgan
President

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS

07 OCT 22 AM 8:41

October 15, 2007

CHARLIE MORGAN
POST OFFICE BOX 470195
LAKE MONROE, FL 32747

SUBJECT: BOOKERTOWN HERITAGE FESTIVAL, INC.
Ref. Number: W07000048857

We have received your document for BOOKERTOWN HERITAGE FESTIVAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A Non-profit corporation cannot have stock or stockholders; please correct Article VII (A & B).

An effective date **may** be added to the Articles of Incorporation **if a 2008 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 corrected 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) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 507A00060521



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS

07 OCT 22 AM 8:41

October 3, 2007

CHARLIE MORGAN
POST OFFICE BOX 470195
LAKE MONROE, FL 32747

SUBJECT: BOOKERTOWN HERITAGE FESTIVAL, INC.
Ref. Number: W07000048857

We have received your document for BOOKERTOWN HERITAGE FESTIVAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

A Non-profit corporation cannot have shares of stock or stockholders.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected 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) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 907A00057770

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

Articles of Incorporation of the undersigned, a majority of whom are citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Laws of the State of Florida do hereby certify the following:

Bookertown Heritage Festival, Inc.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I NAME AND ADDRESS

The name of the corporation is Bookertown Heritage Festival, Inc. the principal office of the Corporation 1121 Dunbar Avenue, Lake Monroe, Florida 32747 and its mailing address is Post Office Box 470195, Lake Monroe, Florida 32747. The registered office of the corporation shall initially be situated at the location stated within the article of incorporation and may, at a later date, be moved to such other location as the board of director(s) may from time to time designate.

ARTICLE II CORPORATE DURATION AND PROHIBITED ACTIVITIES

The duration of the corporation is perpetual. Notwithstanding any other provision of these by-laws or any other provision of these by-laws or the Articles of Incorporation this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under section 501 C (3) or section of the Internal Revenue Code and its regulations, now existing or hereafter amended.

ARTICLE III PURPOSE OR PURPOSES

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the foregoing and necessary or desirable in order to accomplish the foregoing. The objects of this corporation shall be to put on festivals during the year, receive gifts, and grants of money and property of every kind and to administer the same for charitable, education, civic, and philanthropic under 501(c)(3) of the Internal Revenue Codes and to do anything necessary and proper for the accomplishment of these purpose(s).

ARTICLE IV MEETING AND ORDER OF BUSINESS

Annual meeting: The membership shall hold annual meetings each year at the principle office of the corporation or such other place or places as may be determined by the Board of Directors and according to the established rules, regulation in the by-laws. Special meeting may be called at any time by the president, vice president or secretary or by two (2) members of the Board of

Directors. Such meeting may be called by the president or secretary upon receipt of written request of 1/3 (one-third) of the members. Notice of time and place shall be mailed to each member(s) in good standing within a reasonable amount of time.

The order of Business shall constitute roll call of the board of directors, notice of the meeting or waiver of notice submitted for that meeting, reading of the minutes of previous meeting, any unfinished business and new business.

ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 153 Woodridge Trail, Sanford, Florida 32771 and the name of this initial registered agent at such address is Joseph A. Gunter, Sr.

ARTICLE VI DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) or applicable section 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 purposes.

ARTICLE VII DIRECTORS

A. The number of directors constituting the initial Board of Directors of the corporation is four. They are the initial group that comprises the membership. The names and addresses of the persons who are to serve as members of the initial Board of Directors, each to hold office until the First annual meeting of the member(s) of this Corporation or until their successor's are elected or appointed and have qualified are:

Name	Address
Charlie Morgan President	Post Office Box 470195, Lake Monroe Fl 32747

Ruth C. Morgan
Vice-President 1

Post Office Box 470195, Lake Monroe Fl 32747

Joseph A. Gunter, Sr.
Vice-President 2

Post Office Box 2028, Sanford, Florida 32772

Theobie Wells, Jr.
Secretary

Post Office Box 1334, Sanford, Florida 32772

B. The number of directors may be either increased or diminished from time to time by the Board of Directors or the member(s) in accordance with the bylaws of this corporation. General management of the affairs of the organization shall be vested in the Board of Directors. The election of Directors: The Board of Directors shall be elected by the members of the organization at the annual meeting of the members by a majority vote of the members present at such meeting as provided in Article IV supra.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. Removal, Termination of office: Anyone or more of the directors may be removed with cause at any time by the Board of Directors in the same manner set forth voting on any issue herein.

F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the members of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the members have acted to fill the vacancy.

ARTICLE VIII INCORPORATOR

The name and address of each incorporator is:

Charlie Morgan, who reside at 1121 Dunbar Avenue, Lake Monroe, Florida 32747

ARTICLE IX OFFICERS AND MEMBERS

The officers of the corporation Chairman of the board who is the immediate past president, president, two sectional vice - president, as more particularly hereinafter described, secretary, and treasurer.

Member(s): There shall be four classifications of membership of which annual members carry a voting privileges; Annual, Patron corporation(s), up standing members in the community, and honorary member(s).

(Nothing in this article shall be construed as operating against or canceling the privileges of life members accepted as life members prior to the adoption of these by-laws).

Any individual, corporation entity or partnership interested in the development and the advancement of Bookertown Heritage Festival, Inc., shall be eligible for membership provided they agree to be bound by the Article of Incorporation and By-Laws thereof and such rules and regulations as may from time to time be adopted by the Board of Directors of this organization and upon the payment of the proper dues as herein provided notwithstanding that these dues do not conflict with the guidelines as set forth under the 501 C (3) or applicable section of the Internal Revenue Codes and Regulations.

All classes of membership save and except honorary shall be one year in duration and shall be required to be renewed annually by the payment of the required dues.

Dues shall be payable in advance on the last of December in each fiscal year, and will be delinquent after that date.

The right of a member to vote and all of his or her other rights and interest in the organization shall cease on the termination of his or her membership. No members shall be entitled to share in distribution of the corporation assets upon the dissolution of the organization's corporation structure.

Application of membership: A prospective member shall be eligible for membership upon the approval of his or her application and payment for membership fee(s).

Resignation and Reinstatement: any member may resign from the organization any time by written notice or laps of time. A member who has resigned in good standing may apply to the membership-coordinating chairman for reinstatement.

ARTICLE X AMENDMENT TO ARTICLES

These articles of incorporation may be amended, appealed or altered in whole or part by a majority vote at any duly organized meeting of the member(s) at which a quorum shall be present. Notice of the proposed change shall be published in written form and mailed to each member(s) at his/her last known address at least ten (10) days prior to the meeting. The proposed

change or amendment to the By Law or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratify and approved by the Board of Directors by a majority vote of the directors present at such Board of Director's meeting. Only those directors present may cast their vote on the action before the meeting. Copies of such revised or amended By Laws or Charter shall be given to any members upon request.

ARTICLE XI BY-LAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the member(s) or the Board of Directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the member(s) shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the member(s) without a quorum.

PARLIAMENTARY AUTHORITY

The Rules contained in Roberts Rules of Order as Revised shall govern the Board of Directors, Officers, Chairmen of various committees, and the Members in all cases in which they are applicable, provided, however, that they do not conflict with the By Laws of the Charter of this corporation, or with the laws of the State of Florida.

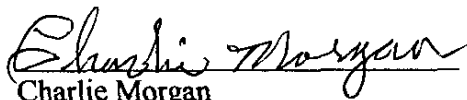
FISCAL YEAR

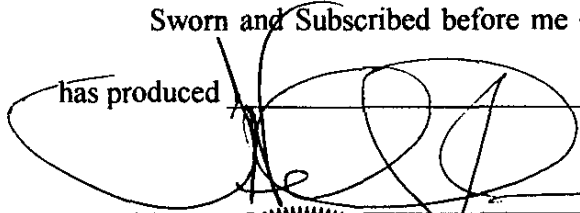
The fiscal year of the corporation shall commence on the inception of corporation and terminate on the 31st day of each calendar year.

ARTICLE XII INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors or by a majority vote of a quorum of members, who were not parties to such action, suit or proceeding, in the manner provided in section 607.014 of the Florida Statutes, as amended. If such indemnification is authorized by the directors, or member(s), expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding in the manner described in subsection 5 of section 607.014 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he/she is found to be entitled to such indemnification.

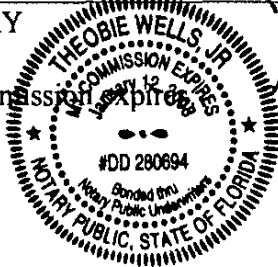
Executed by the undersigned in Sanford, Seminole County, Florida on this 10th day of
October, 2007.


Charlie Morgan
Incorporator

Sworn and Subscribed before me Charlie Morgan, who is personally known to me or
has produced  as identification.

NOTARY

My comm



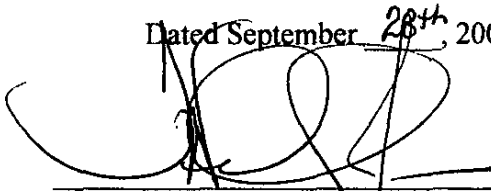
The Department of State, Tallahassee, Florida 32304

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

In compliance with Section 607.0505 of the Florida General Corporation Act, the following is submitted:

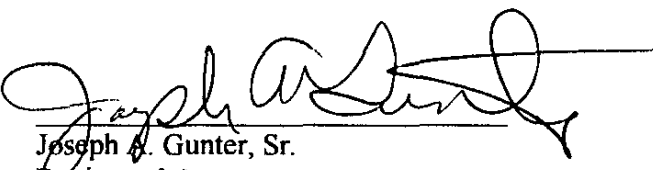
Bookertown Heritage Festival, Inc., with its principle place of business 1121 Dunbar Avenue, Lake Monroe, Florida 32747 has named Joseph A. Gunter, Sr., located at 153 Woodridge Trail, Sanford, Florida 32771 as its agent to accept services of process within Florida.

Dated September ^{28th} 2007.


Secretary - Theobie Wells, Jr.
Bookertown Heritage Festival, Inc.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative and proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated September ^{28th} 2007.


Joseph A. Gunter, Sr.
Registered Agent

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