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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT/NON PROFIT CORPORATION

Ancient City Pride, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 21, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations
BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: ANCIENT CITY PRIDE, INC.
REF: W07000057209

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please complete the address of the principal address. (State)

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.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

FAX Aud. #: H07000281504
Letter Number: 707A00066891

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF*****Ancient City Pride, Inc.*****Pursuant to Section 617.0202, Florida Statutes****ARTICLE I**

The name of the corporation is: **Ancient City Pride, Inc.**

ARTICLE II

The principal address of the corporation is:

516 Vista Ria Court, St. Augustine, Florida 32080

ARTICLE III

The purpose of the corporation is as follows:

To promote unity, visibility and self-esteem among gay men, lesbians, bisexuals and transgender people, and to promote a positive image in the St. Augustine and Northern Florida areas of their civil rights by educating and informing the public through community outreach programs and distribution of pamphlets and other printed materials of the Gay Lesbian Bisexual and Transgender community.

To have, in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the Florida not-for-Profit Corporation Act, subject to any limitations thereof contained in these Articles of Incorporation or under the laws of the State of Florida.

The general purposes for which this corporation is formed are to operate exclusively for such scientific, educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making or distributions to organizations which qualify as tax-exempt organizations under that Code.

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ARTICLE IV

The manner in which the directors of the corporation be Elected shall be so stated in the by-laws.

ARTICLE V

The initial board of directors shall consist of five (5) members. The names and addresses of the directors are as follows:

George L. Ballard
516 Vista Ria Court
St. Augustine, Florida 32080

Thomas G. Bishop
216 Bluebird Lane
St. Augustine, Florida 32080

Shawn Barker
149 Abbotts Way
St. Augustine, Florida 32095

Tammy Parrish
984 Deer Chase Drive
St. Augustine, Florida 32086

Traci Nichols
984 Deer Chase Drive
St. Augustine, Florida 32086

ARTICLE VI

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organi-

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zations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of any members, trustees, officers, or any private persons (except that organization 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 the purpose clause hereof).

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidates for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal offices of the organization 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.

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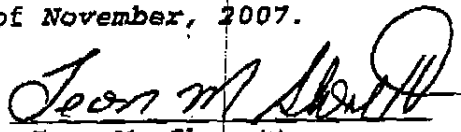
In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

The name and street address of the incorporator is as follows:

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013

The undersigned incorporator has executed these Articles of
Incorporation this 16th day of November, 2007.


Jean M. Sherett
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

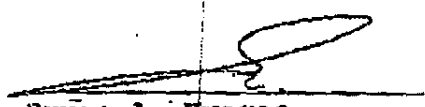
1. The name of the corporation is:

Ancient City Pride, Inc.

2. The name and address of the registered agent and office is:

Bruce A. Uveges
516 Vista Ria Court
St. Augustine, Florida 32080

I, the undersigned hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Bruce A. Uveges
Its Agent

Dated: November 16th, 2007

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