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(Business Entity Name)

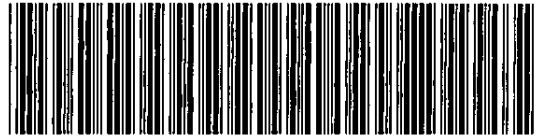
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Certified Copies _____

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Special Instructions to Filing Officer:

Office Use Only



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11/13/07--01022--025 **87.50

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07 DEC 10 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

Kevin P. Leasure
6322 Christopher Creek Road West
Jacksonville, Florida 32217

November 8, 2007

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

SUBJECT: Stanton Rowing at River Bank, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation for Stanton Rowing at River Bank, Inc., a Florida not for profit corporation, and a check for \$87.50 for the Filing Fee, Certified Copy and Certificate of Status.

FROM: Kevin P. Leasure
6322 Christopher Creek Road West
Jacksonville, Florida 32217
904-210-4812

If you need anything further, please do not hesitate to contact me.

Respectfully yours,



Kevin P. Leasure

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2007

KEVIN P. LEASURE
6322 CHRISTOPHER CREEK ROAD WEST
JACKSONVILLE, FL 32217

SUBJECT: STANTON ROWING AT RIVER BANK, INC.
Ref. Number: W07000056099

We have received your document for STANTON ROWING AT RIVER BANK, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Regulation, resubmit the document and the approval letter to the Division of Corporations for filing.

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) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 507A00065846



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

November 28, 2007

Mr. Kevin Leasure
6322 Christopher Creek Road West
Jacksonville, Florida 32217

Dear Mr. Leasure:

Re: Stanton Rowing at River Bank, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE 1/1/2008

**ARTICLES OF INCORPORATION
OF
STANTON ROWING AT RIVER BANK, INC.**

The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617 (the "Act"), hereby adopts the following Articles of Incorporation.

Article 1 Name. The name of the Corporation is Stanton Rowing at River Bank, Inc. (the "Corporation").

Article 2 Principal Place of Business and Mailing Address. The address of the principal office address of the Corporation is 1133 River Bank Court, Jacksonville, Florida 32207. The mailing address of the Corporation is P.O. Box 351586, Jacksonville, FL. 32235-1586.

Article 3 Purposes. The Corporation is organized and shall be operated for the purposes of providing educational rowing programs, operating recreational and competitive sweep rowing and sculling programs and promoting the sport of rowing in Florida.

Article 4 Directors. There shall be a Board of Directors consisting of at least three (3) individuals, but in no event more than twelve (12) individuals. Each Director shall be elected by a majority vote of the Adult Members in the manner and at the times set forth in Bylaws; provided, however, the two (2) head rowing coaches (individually, a "Head Coach" and collectively, the "Head Coaches") and the then current President shall automatically be members of the Board of Directors each year without being subject to election. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors. The name and address of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ellen S. Durant	4645 Monument Point Circle Jacksonville, Florida 32225
Stephen H. Durant (Head Coach)	4645 Monument Point Circle Jacksonville, Florida 32225
Steven T. Hitchcock (Head Coach)	1826 Pleasant Point Lane Jacksonville, Florida 32225
Kevin P. Leasure	6322 Christopher Creek Road West Jacksonville, Florida 32217
Stanley H. Pipes, Jr.	11554 Starboard Drive Jacksonville, FL. 32225

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Barbara Smith

12293 Mountain View Terrace
Jacksonville, FL. 32225

Darryl Del Rio
(Current President)

903 Hyannis Pt. Dr.
Jacksonville, FL. 32225

Article 5 Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 1133 River Bank Court, Jacksonville, Florida 32207 and the name of the initial registered agent of the Corporation at that address is Stephen H. Durant.

Article 6 Duration. The Corporation shall exist perpetually.

Article 7 Members. The Corporation shall have one or more classes of Members, who shall be admitted in such manner and shall have such rights and privileges as are set forth in the Bylaws. Twenty five percent (25%) shall constitute a quorum. The Corporation shall not issue shares of stock.

Article 8 Not For Profit. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers. No Member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.

Article 9 Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws may be amended or repealed from time to time by the Board of Directors as more particularly set forth therein.

Article 10 Officers. The officers of the Corporation shall consist of a Chief Executive Officer, a President, one or more Vice Presidents, one or more Head Coaches, a Secretary, a Treasurer and such other Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected and removed by majority vote of the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 11 Incorporator. The name and street address of the incorporator of this corporation are:

NAME

Kevin P. Leasure

ADDRESS

6322 Christopher Creek Road West
Jacksonville, Florida 32217

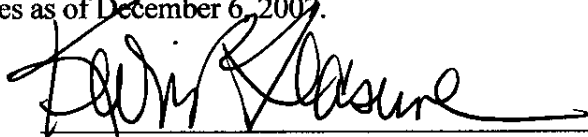
Article 12 Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Section 617.0834, Florida Statutes and other similar laws.

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TALLAHASSEE, FLORIDA

Article 13 Amendment. These Articles of Incorporation may be amended by the Voting Members in the manner provided in the Act, except that any amendment shall require three-quarters (3/4) affirmative vote at a meeting at which at least seventy five percent (75 %) of all Voting Members is present.

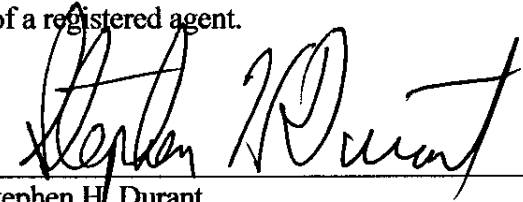
Article 14 Effective Date. These Articles of Incorporation shall be effective on January 1, 2008.

The Incorporator has executed these Articles as of December 6, 2007.


Kevin P. Leasure, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.


Stephen H. Durant

Date: December 6, 2007

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TALLAHASSEE, FLORIDA