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FLORIDA PROFIT/NON PROFIT CORPORATION

Jacksonville Marina Mile, Inc.

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**ARTICLES OF INCORPORATION
OF
JACKSONVILLE MARINA MILE, INC.**

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of the Corporation is Jacksonville Marina Mile, Inc.

ARTICLE II-PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address and the mailing address of the Corporation's principal office is Lamb's Yacht Center, 3376 Lakeshore Blvd., Jacksonville, Florida 32210, Attention: Joe Springer.

ARTICLE III-PURPOSES

The specific purposes for which this Corporation is organized are:

(a) To exist and operate as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To encourage, promote and improve, and to provide a common connection for, all marine related businesses operating on and along the Ortega River in Jacksonville, Florida, and to contribute to the economic and social well-being of the entities, businesses and residents domiciled there;

(c) To engage as an association of persons having common business interests, the purpose of which is to promote such common interests and not to engage in a regular business of a kind ordinarily carried on for profit;

(d) Solely for the above purposes, to exercise all rights and powers conferred by or imposed under the laws of the State of Florida and the Code upon not for profit corporations, including, but without limitation, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the purposes contemplated herein; and

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(e) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(6) of the Code.

ARTICLE IV-POWERS

This Corporation shall have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code.

ARTICLE V-MEMBERS

The classification, qualifications, voting rights and manner of admission of the members of this Corporation shall be regulated by the Bylaws.

**ARTICLE VI
DIRECTORS AND THE MANNER OF ELECTION OF DIRECTORS**

The Board of Directors shall consist of at least three (3) but no more than eleven (11) members, which number may be increased or decreased from time to time by the Members. The initial members of the Board of Directors shall be as set forth below, who shall serve until their successors are elected or their earlier resignation, death or incapacity. Subsequently, Directors shall be elected in the manner prescribed in the Bylaws of this Corporation.

Initial Members of the Board of Directors:

<u>Name:</u>	<u>Address:</u>
Joe Springer	c/o Lamb's Yacht Center 3376 Lakeshore Blvd. Jacksonville, Florida 32210
Chris Schmid	c/o Ortega Landing 4240 Lakeside Drive Jacksonville, Florida 32210
Barton Holmes	c/o Holmes & Owen Yacht Sales 3423 Lakeshore Blvd.

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Jacksonville, Florida 32210

Brooks Busey

c/o Sadler Point Marina
4669 Roosevelt Blvd.
Jacksonville, Florida 32210

ARTICLE VII-DISSOLUTION

In the event of dissolution of this Corporation or the winding up its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Board of Directors of this Corporation to such other organization or organizations that are exempt from federal income tax under the Code.

ARTICLE VIII-AMENDMENT

The Board of Directors of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by the Bylaws or Florida law.

ARTICLE IX- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Smith Hulsey & Busey, Professional Association, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are Bert J. Millis, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE XI - INDEMNIFICATION

Directors, officers, employees, incorporator and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

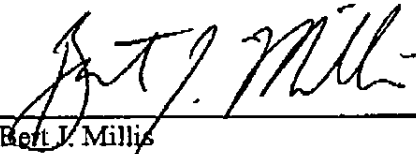
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of January, 2008.



Bert J. Millis

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, Jacksonville Marina Mile, Inc., 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 Jacksonville Marina Mile, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, Professional Association, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.

By: Hay W. Hulsey
Its: Vice President

Date: January 4, 2008

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