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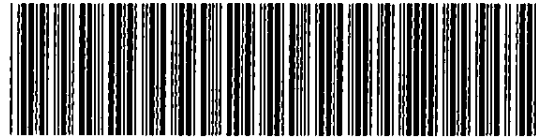
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SECRETARY OF STATE
TALLAHASSEE, FL 32301

5/1/08
4/23/08
2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 23, 2008

CLAY MARTIN
POST OFFICE BOX 1170
NEWBERRY, FL 32669

SUBJECT: WATERMELON FESTIVAL OF NEWBERRY, INC.
Ref. Number: W08000020624

We have received your document for WATERMELON FESTIVAL OF NEWBERRY, 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):

PLEASE correct your principal address you stated in article seven (a) one address, and in (b) another address as the principal address.,

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) 245-6955.

Suzanne Hawkes
Regulatory Specialist II
New Filing Section

Letter Number: 808A00024548

CLAY MARTIN
C H A R T E R E D

COUNSELOR AT LAW

April 22, 2008

Secretary of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

RE: Watermelon Festival of Newberry, Inc.

Dear Sir or Madam:


Enclosed, please find the original and one (1) copy of the Articles of Incorporation for the above-referenced non-profit corporation, as well as a check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy of the Articles of Incorporation and return said copy to me.

Sincerely,

CLAY MARTIN, CHARTERED



Clay Martin

enclosures

CLAY MARTIN
C H A R T E R E D
COUNSELOR AT LAW

April 30, 2008

Secretary of State
Division of Corporations
Corporate Filings
Attn: Suzanne Hawkes
P. O. Box 6327
Tallahassee, FL 32314

Re: Newberry Watermelon Festival of Newberry, Inc.
Ref. Number: W08000020624
Letter Number: 808A00024548

Dear Ms. Hawke:

Enclosed, please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation with the corrections you requested in the above referenced and included letter. The enclosed document should address the deficiency outlined in the above referenced letter and I request they be filed as expeditiously as possible. A check in the amount of \$78.75 was previously sent to, and has apparently been retained by, your office in payment of the required filing, registered agent, and certified copy fees

After filing the original Articles of Incorporation, as corrected, please certify the enclosed copy of the Articles of Incorporation and return said copy to me.

Sincerely,

CLAY MARTIN, CHARTERED



Marsha Parrish

enclosures

**ARTICLES OF INCORPORATION OF
WATERMELON FESTIVAL OF NEWBERRY, INC.
A FLORIDA NONPROFIT CORPORATION**

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TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of this corporation is Watermelon Festival of Newberry, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education about the watermelon industry, and for other charitable purposes, and by the distribution of its funds for such purposes.
- (b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. TRUSTEES AS MEMBERSHIP

- (a) **Trustees as Membership.** The sole class of membership of this corporation shall be its trustees. The Trustees may create additional classes of membership.
- (b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Kimberly J. Stinton	14117 Northwest 15 th Lane Gainesville, Florida 32606
Kindra A. McGehee	3702 Northwest 266 th Street Newberry, Florida 32669

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

- (a) The address of the principal office of the corporation is 840 Northwest State Road 45, Newberry, Florida 32669. The county in which Corporation's business is to be transacted is Alachua County, Florida.
- (b) The name and address of this corporation's registered agent is Kindra A. McGehee, 3702 Northwest 266th Street, Newberry, Florida 32669.

ARTICLE EIGHT. BOARD OF TRUSTEES.

The number of trustees shall not be less than 3 nor more than 15. The first trustees of the Corporation are:

Chari Holder	1679 Southwest County Road 341 Bell, Florida 32619
Kindra A. McGehee	3702 Northwest 266 th Street Newberry, Florida 32669
Kimberly J. Stinton	14117 Northwest 15 th Lane Gainesville, Florida 32606
Kathy Lee Thomas	23301 West Newberry Road Newberry, Florida 32669

The trustees named herein as the first board of trustees shall hold office until the first meeting of the board of trustees to be held on May 1, 2008, at 5:00PM, or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of trustees shall be held. Annual meetings of the board of trustees shall be held prior to April 1st of each year at the principal office of the corporation or at such other place or places as the board of trustees may designate from time to time.

The trustees shall be divided as equally as the total number of trustees will permit into three (3) classes. The first class shall serve until the annual election of trustees in 2009; the second class shall serve until the annual election of trustees in 2010; the third class shall serve until the annual election of trustees in 2011. At each succeeding annual election of trustees, the trustees elected to succeed those whose terms have expired shall serve until the annual election of trustees which takes place in the third year following their election. If the

number of trustees has changed, any increase or decrease shall be apportioned among the classes so as to make all classes as nearly equal in number as possible.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the board of trustees and their classes are as follows:

<u>Trustee</u>	<u>Class</u>
Chari Holder	One
Kimberly J. Stinton	Two
Kathy Lee Thomas	Three
Kindra A. McGehee	Four

Corporate Officers. The board of trustees shall elect the following officers: chairman, vice-chairman, president, and secretary/treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

	<u>Office</u>
Chari Holder	Chairman/President
Kimberly J. Stinton	Vice-Chairman
Kathy Lee Thomas	Secretary
Kindra A. McGehee	Treasurer

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

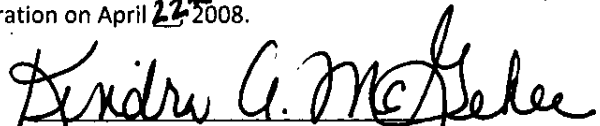
- (a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.
- (b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.
- (c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
- (e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on April 22nd 2008.


Kimberly J. Stinton


Kindra A. McGehee

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 22nd day of April, 2008, personally appeared before me, Kimberly J. Stinton, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

Marsha J. Parrish
NOTARY PUBLIC
My Commission Expires:



STATE OF FLORIDA
COUNTY OF ALACHUA

On this 22nd day of April, 2008, personally appeared before me, Kindra A. McGehee, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

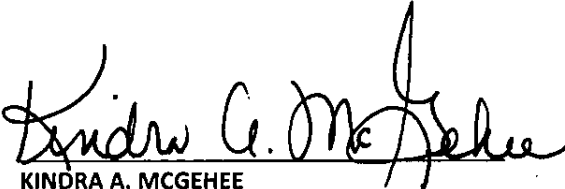
Marsha J. Parrish
NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of WATERMELON FESTIVAL OF NEWBERRY, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 22nd day of April, 2008.


KINDRA A. MCGEHEE
Registered Agent

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TALLAHASSEE, FLORIDA