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THE LAW OFFICE OF

GREGORY V. BEAUCHAMP, P.A.

107 EAST PARK AVENUE, 32626 P. O. BOX 1129 CHIEFLAND, FL 32644 FAX (352)493-1378 (352)493-1458 SECRETARY OF STATES
DIVISION OF CORPORATIONS

08 JUN 19 PM 2:19

June 6, 2008

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

Re: Chiefland Astronomy Village, Inc.

Dear Sir or Madam:

Enclosed please find Articles Of Incorporation, Not For Profit, copy for certification and filing fee.

Thank you for your prompt attention to this matter.

Sincerely,

Gregory V. Beauchamp

GVB/dp Enclosures



RECEIVED

08 JUN 19 AN 18:00

FLORIDA DEPARTMENT OF STATE Division of Corporations

June 12, 2008

GREGORY V. BEAUCHAMP, ESQ. POST OFFICE BOX 1129 CHIEFLAND, FL 32644

SUBJECT: CHIEFLAND ASTRONOMY VILLAGE, INC.

Ref. Number: W08000028560

We have received your document for CHIEFLAND ASTRONOMY VILLAGE, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

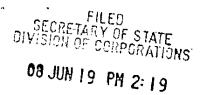
Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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: 408A00036058

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ARTICLES OF INCORPORATION

OF

CHIEFLAND ASTRONOMY VILLAGE, INC.

The undersigned, for the purpose of forming a non-profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is: CHIEFLAND ASTRONOMY VILLAGE, INC.

ARTICLE TWO

NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation

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limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them,

ARTICLE FIVE

LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees or officers, but the corporation 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 Article Four hereof.

ARTICLE SIX

MEMBERS

The corporation shall have voting members who shall be elected (and may be removed) by the voting members and shall have all the rights and privileges of the corporation. The Bylaws shall provide for the qualification of members and the manner of their admission. The Bylaws may also provide for non-voting members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

ARTICLE SEVEN

INITIALED REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 5330 NW 52 Court, Chiefland, Florida 32626 and the name of the initial registered agent at that address is Thomas J. Crowley. The principal office and its mailing address are the same.

ARTICLE EIGHT

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of the following persons:

NAME

ADDRESS

THOMAS J. CROWLEY

5330 NW 52nd Court Chiefland, FL 32626

5310 NW 52 nd Court Chiefland, FL 32626
5450 NW 52 nd Court Chiefland, FL 32626
5351 NW 52 nd Court Chiefland, FL 32626
5451 NW 52 nd Court Chiefland, FL 32626

Successor Directors shall be elected pursuant to the Bylaws.

ARTICLE NINE

INCORPORATORS

The name and address of each incorporator is as follows:

<u>ADDRESS</u>
5330 NW 52 nd Court
Chiefland, FL 32626
5310 NW 52 nd Court
Chiefland, FL 32626
5450 NW 52nd Court
Chiefland, FL 32626
5351 NW 52 nd Court
Chiefland, FL 32626
5451 NW 52 nd Court
Chiefland, FL 32626

ARTICLE TEN

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the initial Board of Directors and may be altered, amended or rescinded by the Board of Directors. All alterations, amendments and repeals of the Bylaws must be approved by a majority of the voting members.

ARTICLE ELEVEN

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, trustees and officers are subject to this reservation. The Articles of Incorporation may be amended with accordance with the provisions of the laws of the State of Florida, as

amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

ARTICLE TWELVE

INDEMNIFICATION

The corporation shall indemnify each officer and trustee, including former officers and trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE THIRTEEN

COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of receipt and filing of these Articles of Incorporation.

ARTICLE FOURTEEN

NONSTOCK BASIS

This corporation is organized on a nonstock basis. This corporation shall not issue shares of stock.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation his 27th day of May, 2008.

THOMAS & CROWLET

JOHN NOVAK

JEANNETTE CLARK

CLIFFØKD WRIGHT

STATE OF FLORIDA **COUNTY OF LEVY**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared THOMAS J. CROWLEY, JOHN NOVAK, AND WRIGHT, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form(s) of identification: 16 personally known or Oproduced identification 6640 836 42 1660 - 36 Dr. LIC. (s) taken.

WIZO 460 62 1880 21#

WITNESS my hand and official seal in the County and State last aforesaid this No oath(s) taken.

M200481450521

day of May, 2008 (NOTARY SEAL)

DOROTHY D. PHILLIPS Commission DD 717529 Expires November 24, 2011

Notary Printed Name

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CHIEFLAND ASTRONOMY VILLAGE, INC., which is contained in the foregoing Articles Of Incorporation.

THOMAS 1 CROWLEY 5330 NY 52nd Court Chiefland, FL 32626

STATE OF FLORIDA NORTH CAROKINA-COUNTY OF LEVY HENGLEVSON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **JEANNETTE CLARK**, known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form(s) of identification: () personally known or () produced identification **FLOL C** 463-4349-6340 No oath(s) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 3, 2008

day of _______(NOTARY/SEAL)

Notary Signature

MATKA

Notary Printed Name

MYEA J WATKINS
Heldry Public
Henderson County
State of North Carolina