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**FLORIDA PROFIT/NON PROFIT CORPORATION
MARDI GRAS AT THE BEACH, INC**

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MARDI GRAS AT THE BEACH, INC.**

PURSUANT TO FLORIDA STATUTES, CHAPTER 617
(FLORIDA NOT FOR PROFIT CORPORATION ACT)

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ARTICLE 1 - Name

The name of the Corporation is MARDI GRAS AT THE BEACH, INC.

ARTICLE 2 - Principal Office

The street address of the principal office of the Corporation is 3050 W. 30th Court, Panama City, FL 32405. The mailing address of the Corporation is P.O. Box 27262, Panama City, FL 32411-7262.

ARTICLE 3 - Duration

The duration of the Corporation is perpetual.

ARTICLE 4 - Purposes

The corporation is organized and will be operated exclusively for civic, social and fraternal purposes, and such other activities as may be allowed for a Florida not for profit corporation, including but not limited to the promotion of Mardi Gras activities in the Northwest Florida area.

ARTICLE 5 - Prohibitions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that 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 the Article hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed

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to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE 6 - Management

The number of directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as initial directors of the Corporation are:

Director 1:	Fred Lindholm 3050 W. 30 th Court Panama City, FL 32405
Director 2:	Rob Lienhop P.O. Box 28166 Panama City, FL 32411
Director 3:	Jeff Lindholm 3050 W. 30 th Court Panama City, FL 32405
Director 4:	Martin Overton P.O. Box 28384 Panama City Beach, FL 32411
Director 5:	Joseph Sheffield P.O. Box 28329 Panama City, FL 32411

The number of directors of the Corporation may be changed by amendment to the By-Laws of the Corporation, but shall never be less than three (3). The Directors shall be elected as provided in the By-Laws. There shall be no distinction between the privileges, rights and duties of ex officio and elected Directors.

ARTICLE 7 - Registered Agent and Registered Office

The initial registered agent is an individual resident of the state whose name is set forth below: Scott B. Barloga, Esquire. The business address of the registered agent and the registered office address is: 736 Jenks Avenue, Panama City, Florida 32401.

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ARTICLE 8 - Indemnification

The Corporation shall indemnify the directors, officers, employees, and agents of the Corporation who are involved in any suit, action, or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a director, officer, employee, or agent of the Corporation, in the manner provided, and to the maximum extent permitted by law.

ARTICLE 9 - Incorporator

The name and street address of the incorporator of this Corporation is:

Scott B. Barloga
736 Jenks Avenue
Panama City, Florida 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1 day of January, 2010.



Scott B. Barloga, Incorporator

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

MARDI GRAS AT THE BEACH, INC.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 7 day of January, 2010.



Scott B. Barloga, Esq.
Registered Agent

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