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Articles of Incorporation of
St. Augustine Sunrise Rotary Rhythm and Ribs
Festival, Inc.

ARTICLE I: NAME

The name of this organization is ST. AUGUSTINE SUNRISE ROTARY RHYTHM AND RIBS FESTIVAL, INC.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

a) The initial principal office of the corporation is located at 50 Bridge Street, St. Augustine, Florida 32084, and its mailing address is P.O. Box 505, St. Augustine, Florida 32085.

ARTICLE III: PURPOSES

The corporation is organized exclusively for charitable and educational purposes. More specifically, the primary purpose of the corporation is to organize and conduct a festival event of approximately three days in length each spring in St. Augustine, Florida, on public premises provided by the City of St. Augustine, for the purpose of raising funds to support charitable and educational purposes.

ARTICLE IV: RESTRICTIONS ON ACTIVITIES

a) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation,

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b) The corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

c) No part of the net earnings of the corporation shall be distributed to, or used to benefit, any of its directors, 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 Article III, subject however to the specific prohibitions on self-dealing set forth hereafter in this Article.

d) The following provisions shall apply to the corporation during any period that it does not qualify as a public charity pursuant to determination by the Internal Revenue Service:

i) The corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

ii) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

iii) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

iv) The corporation shall not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

v) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

e) Notwithstanding any other provisions of these articles, the corporation shall not engage in any activities not permitted to be conducted by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law.

ARTICLE V: MEMBERS

The corporation shall have no members.

ARTICLE VI: DIRECTORS

The directors of the corporation, as of each period of time, shall be those individuals who are the directors of St. Augustine Sunshine Rotary, an organization incorporated under Chapter 617 of the statutes of Florida and exempt from federal income taxation as a 501(c)(4) organization, and as otherwise provided in the by-laws of the corporation.

ARTICLE VII: REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida street address of the registered agent is Jeffrey D. Zeichner, 1301 Plantation Island Drive, St. Augustine, Florida 32080. The street address of the corporation's registered office is 1301 Plantation Island Drive, St. Augustine, Florida 32080.

ARTICLE VIII: DISSOLUTION

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 law, or shall be distributed to the federal government, or to a state or local government, for a 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.

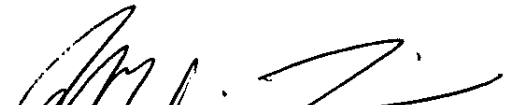
ARTICLE IX: INCORPORATOR

The name and address of the Incorporator is Cindy Wilson, and her address is 6260 Solano Creek Road, Elkton, Florida 32033.


Cindy Wilson, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Jeffrey D. Zeichner, 1301 Plantation Island Drive, St. Augustine, Florida 32050, hereby accepts designation as the Registered Agent of St. Augustine Sunrise Rotary Rhythm and Ribs Festival, Inc.


Jeffrey D. Zeichner, Registered Agent