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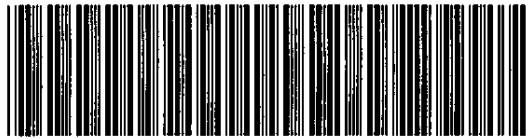
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15 DEC 21 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

filed accord to 616.05
FS - approved by Lyn

DEC 22 2015

A RAMSEY

FOSTER & FUCHS, P.A.
ATTORNEYS AT LAW

GREENWAY PROFESSIONAL CENTER
4425 MILITARY TRAIL, SUITE 109
JUPITER, FLORIDA 33458

JOHN FENN FOSTER
LANCE C. FUCHS

TELEPHONE (561) 799-6797
FACSIMILE (561) 799-6551

ROBERT McK. FOSTER (1922-1998)
ROBERT M. FOSTER (1893-1958)

December 18, 2015

VIA FEDEX

Ms. Annette Ramsey
Department of State – Div. of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: St. Lucie County Fair Association, Inc.

Dear Ms. Ramsey:

Pursuant to your telephone conversation with Atty. Lance Fuchs, enclosed please find a copy of Florida Statute 616.05. I have also enclosed the original package sent on October 30th.

Should you have any questions, or need any additional information, please call.

Sincerely,



Lisa Bogatin
Office Administrator

Enclosures

FOSTER & FUCHS, P.A.
ATTORNEYS AT LAW

GREENWAY PROFESSIONAL CENTER
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ROBERT McK. FOSTER (1922-1998)
ROBERT M. FOSTER (1893-1958)

E-MAIL: Lfuchs@fosterfuchs.com

October 30, 2015

VIA FEDEX

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: St. Lucie County Fair Association, Inc.

To Whom It May Concern:

W15 - 72999

Enclosed please find the following:

- 1) A certified copy of a Circuit Court Order Granting a Petition to Approve an Amended and Restated Charter of the St. Lucie County Fair Association, Inc.;
- 2) The Amended and Restated Charter of the St. Lucie County Fair Association, Inc.;
- 3) An Endorsement of the Amended and Restated Charter from the Florida Department of Agriculture and Consumer Services;
- 4) A check in the Amount of \$78.75 made payable to the Florida Department of State.

The aforesaid documents are being provided to you pursuant to Section 616.05 of the Florida Statutes. Kindly record them with your office and return a certificate of status to our attention at 4425 Military Trail, Suite 109, Jupiter, FL 33458.

Moreover, this office has been appointed and will serve as its registered agent. Having been named as registered agent to accept service of process for the above stated corporation at 4425 Military Trail, Suite 109, Jupiter, FL 33458, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

In addition, the St Lucie County Fair Association, Inc. has been in existence since June 16, 1964. The current officers are as follows:

- (a) Mike Bowers, President;
- (b) DA Hamrick, Vice President;
- (c) Tracy Hurta, Treasurer;
- (d) Kathy Gladwin, Secretary.

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TALLAHASSEE, FL

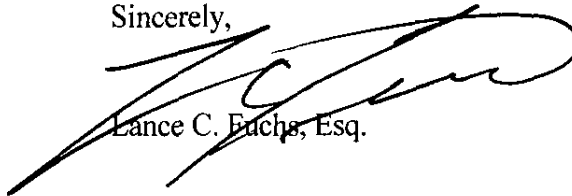
Department of State
October 30, 2015
Page Two

The address for all of the aforesaid officers can be the corporate address which is:

15601 W Midway Road, Ft. Pierce, FL 34945

Lastly, I know this is not a typical filing and in the past Ms. Lyn Shoffstall has dealt with these issues. Thank you and should you have any questions or need any additional information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Lance C. Fuchs", written over the typed name.

Lance C. Fuchs, Esq.

Enclosures as stated

AMENDED AND RESTATED CHARTER

OF

FILED

ST. LUCIE COUNTY FAIR ASSOCIATION, INC. 15 DEC 21 PM 1:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of law and its original Charter, the undersigned Fair Association restates and amends its Charter as follows:

ARTICLE I

NAME

The name of this Fair Association shall be: ST. LUCIE COUNTY FAIR ASSOCIATION, INC. ("Association", "Fair Association", or "Corporation") with its principal address at: 4116 St. Lucie Boulevard, Fort Pierce, Florida 34946.

ARTICLE II

ENABLING LAW

This Fair Association is organized and incorporated pursuant to Chapter 616, Florida Statutes, as an association not-for-profit.

ARTICLE III

ACKNOWLEDGEMENT OF CAPITAL

There has been provided for the purposes of this Association property, money, and other available assets in value exceeding \$5,000 and this Association intends in good faith to carry out the purposes and objects set forth in this Amended and Restated Charter.

ARTICLE IV

PURPOSE

The purposes for which this Association is organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder, whose primary purpose is to plan, promote, develop, construct, operate, and maintain a public fair and exposition facility in the vicinity of St. Lucie County, Florida, for the benefit and development of the educational,

EXHIBIT

B

agricultural, horticultural, livestock, charitable, historical, civic, cultural, scientific and other resources of the state, county, and community, which shall include, but not be limited to, on site agricultural and educational expositions, education programs, lectures, films, concerts, agricultural and other competitions, and an assortment of similar public events throughout the year, and undertaking other related functions, on site or elsewhere, for the benefit of students, 4-H members, teachers, and the general public.

ARTICLE V

POWERS

The Association shall be empowered to:

1. Hold, conduct, and operate public fairs and expositions and for such purpose to buy, lease, acquire, and occupy lands, erect buildings, and improvements of all kinds thereon and develop those lands, buildings, and improvements;
2. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;
3. Sell, mortgage, lease, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Association's Board of Trustees, will promote the purposes of the Association, and, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Charter, the By-Laws of the Association, or any other law applicable thereto;
4. Conduct lectures and all kinds of demonstration work in connection with or for the improvement of agriculture, horticulture, stock raising and poultry raising, and all kinds of farming and matters connected therewith, and to hold exhibits of agricultural and horticultural products and livestock, chickens, and other domestic animals, and to give certificates or diplomas of excellence, and to promote the progress of the geographical area it represents and serves and stimulate public interest in the advantages and development of that area by providing facilities for agricultural and industrial exhibitions, public gatherings, cultural activities, and other functions which the Association determines will enhance the educational, physical, economic, and cultural interests of the public, and generally to do, perform, and carry out all matters, acts and business usual or proper in connection with public fairs and expositions;
5. Receive income from various sources, including fees, donations, rent, grants,

loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Association, and to determine the best use of those receipts through preparation of an annual budget, approved by the Board of Trustees with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Trustee, Director, members, or other person affiliated with the Association, excepting only salaries for hired staff and professional assistance, from the receipts of the Association;

6. Contract for the operation or management of any part of the facility;
7. Contract for the operation of concessions on the fairgrounds or, at the Board of Trustees' discretion, operate such concessions as they deem desirable;
8. Advertise and promote within or without the State the activities of the Association;
9. Exercise any and all powers conferred upon corporations and fair associations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Association is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth;
10. To the extent permitted by law, exercise its rights, powers, and privileges by holding meetings of its members and the Board of Trustees and Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;
11. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Association, provided, however, that the Association may not exercise any power, either expressed or implied, in such a manner as would disqualify the Association from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code;
12. Notwithstanding the powers and purposes enumerated in this Charter, the Association shall comply with all the statutory provisions governing Public Fairs and Expositions, and the Association shall be restricted as follows: no part of the net earnings of the Association shall inure to the benefit of any Board member, member of the Association, officer, or other associate or representative of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share in the distribution of the Association's assets

upon dissolution of the Association, nor shall a substantial part of the Association's activities be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office;

13. Other provisions of this Charter notwithstanding, this Association shall not carry on any other activities not permitted to be undertaken by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law.

ARTICLE VI

TERM

The period of the duration of this Association is perpetual, unless dissolved according to law.

ARTICLE VII

INCORPORATORS

The name and residence of the original subscribers to the Charter are as fully set forth in said Charter, which provision is incorporated herein by reference.

ARTICLE VIII

QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE IX

MANAGEMENT OF CORPORATE AFFAIRS:

- A. Generally: The Association shall have a Board of Trustees, Board of Directors, Officers and members, as more fully set forth in the By-laws. The number of Directors shall range from twenty (20) to thirty-eight (38). Of that number, nine (9) to twelve (12) Directors, shall also serve as Trustees. Notwithstanding any statement or interpretation to the contrary, only the Board of Trustees shall have full, absolute and complete authority to manage the affairs of the Corporation. The Board of Directors shall serve only in an advisory role with no corporate power and authority. The Officers of the Corporation shall be elected only from the members of the Board of Trustees.
- B. Board of Trustees: The powers of this Association shall be exercised, its properties controlled, and its affairs conducted solely by the Board of Trustees, the majority of whom shall reside, in St. Lucie County. The number and qualifications of Trustees herein provided for shall be as set forth in the By-Laws of the Association, provided, however, that except for the initial Board of Trustees set forth below, there shall never be less than nine (9) nor more than twelve (12) members on the Board of Trustees. The names and addresses of persons constituting the initial Board of Trustees who are to act in that capacity until expiration of their term as stated below, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXP.</u>
Jack Doughney	409 S.W. Juniper Cove Port St. Lucie, FL 34986	May 2001
Jim Hauke	3111 So. 21st Street, Fort Pierce, FL 34982	May 2001
Elmer Hess	308 Bay Street Port St. Lucie, FL 34952	May 2001
James W. Bass	801 Ulrich Road, Fort Pierce, FL 34982	May 2001
Bill Phares	3658 11 Mile Road Fort Pierce, FL 34945	May 1999
Gretchen Diflumeri	1711 Ponce De Leon Prado Fort Pierce, FL 34982	May 2000

Inez Ward	P. O. Box 1743, Fort Pierce, FL 34954	May 1999
Kay Culbertson	6602 Lakeland Blvd. Fort Pierce, FL 34951	May 1999
Larry Lemon	3310 Enterprise Road Fort Pierce, FL 34982	May 2001
Rosalie Hawkins	4665 S. 25th Street Fort Pierce, FL 34982	May 2000
John Smith	5708 Raintree Trail Fort Pierce, FL 34982	May 2000

C. Employment of Staff: The Board of Trustees may retain staff for the purpose of conducting day-to-day management and supervision of Association affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE X

REGISTERED OFFICE AND AGENT

The name of this Association's registered agent, and the address of the registered office, in the State of Florida, shall be:

John Fenn Foster, Esq.
FOSTER, FOSTER & HEFFLING, P.A.
501 South Flagler Drive
Flagler Center Suite 305
West Palm Beach, FL 33401

ARTICLE XI

BY-LAWS

The By-Laws of the Association may be amended in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Association.

ARTICLE XII

AMENDMENT OF CHARTER

Amendments of this Charter may be proposed by any three (3) Trustees and presented to a quorum of the Board of Trustees for their vote; amendments may be adopted by a vote of no less than seven (7) members of the Board of Trustees of the Association.

ARTICLE XIII

DISSOLUTION

The Association may dissolve its Charter by resolution of no less than seven (7) members of its Board of Trustees. The resolution and proposal for distribution of its assets shall be submitted to the Department of Agriculture and Consumer Services ("Department") for approval. Upon approval and upon publication of notice of dissolution and proof that all indebtedness of the Association has been paid and that there are no outstanding or pending claims, the resolution and articles of dissolution shall be presented to the Circuit Court in and for St. Lucie County, Florida for entry of a decree of dissolution and order of distribution of remaining assets.

Subject to the Department's and Circuit Court's approval, and the requirements of Chapter 616, Florida Statutes, the residual assets of the Association will be distributed, by resolution of the Board of Trustees, to one or more organizations of the type described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws and state laws, for exclusive public purposes and use.

ARTICLE XIV

INDEBTEDNESS

The highest amount of indebtedness or liability to which this Association at any time may subject itself, shall not exceed one half of the value of its assets, except that the Association may also subject itself to specific bonded and mortgage indebtedness, in addition to and without regard to its limit of indebtedness as stated hereinabove, provided that such indebtedness is approved by no less than seven (7) members of the Board of Trustees.

ARTICLE XV

NONDISCRIMINATION

No person shall be denied membership, association with, or participation in the programs of, or other involvement with the business and services of the Association on the basis of race, creed, national origin, age, sex, handicap, or religion. This principle shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board of Trustees.

ARTICLE XVI

INDEMNIFICATION

The Association shall indemnify its Trustees, Directors, Officers, employees and agents in accordance with provisions in the By-laws.

This Amended and Restated Charter has been duly adopted by the members of the Association at a meeting of the members on the 17 day of October, 1998, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, we hereby set our hands and seals this 17 day of October, 1998.

**ST. LUCIE COUNTY FAIR
ASSOCIATION, INC.**

ATTEST:



Gretchen Diflumeri, Corp. Sec.


By: 
John Smith, President

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, the undersigned authority, personally appeared John Smith and Gretchen Diflumeri, who are (personally known) to me or who have provided _____ as identification and who being duly sworn, acknowledged to me that they are the President and Secretary, respectively, of the ST. LUCIE COUNTY FAIR ASSOCIATION, INC. and the persons who executed the foregoing Amended and Restated Charter, and that they executed the same for the purposes therein expressed.

Acknowledged before me this 17 day of October, 1998.


Notary Public - State of Florida

jjf1stluciecharter
 ROSALIE D. HAWKINS
My Comm. Exp. 5/25/00
Bonded By Service Inc.
No. CC562231
[] Personally Known [] Other L.O.

In re: St. Lucie County Fair Association, Inc.

I hereby accept the appointment as registered agent for St. Lucie County Fair Association, Inc., and agree to act in this capacity. I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



John Fenn Foster

Date: December 22, 2015

ENDORSEMENT OF APPROVAL TO AMEND CHARTER

**AMENDED CHARTER
OF THE ST. LUCIE COUNTY FAIR ASSOCIATION, INC.**

THE ABOVE and foregoing instrument having been duly presented to the Florida Department of Agriculture and Consumer Services, Division of Marketing and Development, Fair and Expositions, and the same having been found to be in proper form and for an object authorized by Section 616.05, Florida Statutes, it is hereby approved in accordance with the provisions of said statute.

DATED IN THE offices of Division of Marketing and Development, at Tallahassee, Florida, this 9 day of April, 1998.



Carl Penn, Fairs and Expositions

STATE OF FLORIDA
COUNTY OF LEON

I certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carl Penn, Division of Marketing and Development, Fairs and Expositions, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of April, 1998.


NOTARY PUBLIC

SEAL

My Commission expires:



FLEETA BOWLING
MY COMMISSION # CC471942 EXPIRES
June 13, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

EXHIBIT

A

IN THE CIRCUIT COURT OF THE
NINETEENTH JUDICIAL CIRCUIT
IN AND FOR ST. LUCIE COUNTY
FLORIDA

CASE NO. 03-CA-000212 (OC)

IN RE: AMENDED AND RESTATED
CHARTER OF THE ST. LUCIE COUNTY
FAIR ASSOCIATION, INC.

**ORDER GRANTING PETITION TO APPROVE AMENDED AND RESTATED
CHARTER OF THE ST. LUCIE COUNTY FAIR ASSOCIATION, INC.**

THIS CAUSE have come on to be heard on the Petition of the ST. LUCIE COUNTY FAIR ASSOCIATION, INC., a corporation not for profit, organized and existing under the laws of the State of Florida, asking the Court to Approve its Amended and Restated Charter, and it appearing to the Court that the Department of Agriculture and Consumer Services has approved the Amended and Restated Charter and that notice as required by law was published and that no one has made any appearance or filed any pleadings of any kind whatsoever, and the Court being otherwise fully advised in the premises, and in consideration thereof, it is

ORDERED AND ADJUDGED that Petitioner's Petition To Approve the Amended And Restated Charter of the ST. LUCIE COUNTY FAIR ASSOCIATION, INC. is granted and shall be amended and restated to read as stated in Exhibit "A", attached hereto and made a part hereof, of Petitioner's Petition filed with this Court on January 27, 2003.

DONE AND ORDERED in chambers in Fort Pierce, Florida this 26 day of March, 2003.



Circuit Judge

Copies furnished to: Lance C. Fuchs, Esq. 501 South Flagler Drive, Suite 305, West Palm Beach, FL 33401.