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N940000001441

Pensacola International Junior Volleyball Club, Inc.  
6530 El Presideo Drive  
Pensacola, Florida 32504  
904 436-3450

November 25, 1996

Hon. Sandra B. Mortham  
Florida Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation  
Pensacola International Volleyball Club, Inc.  
a Florida Not-for-Profit Corporation  
Florida ID No. N94000001441  
Federal Employer ID No. 59-3251430

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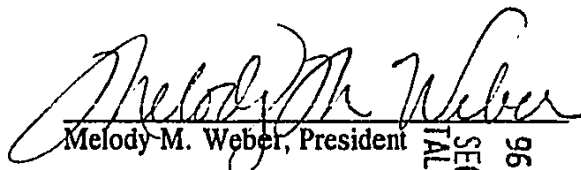
Dear Secretary Mortham:

Enclosed for filing are the original of the Amended and Restated Articles of Incorporation of Pensacola International Junior Volleyball Club, Inc., and the certificate of adoption required by Florida Statute 617.1007.

Please send us a certified copy of these instruments, after recording.

Also enclosed is our check for \$87.50, representing \$35.00 for the filing fee and \$52.50 for the certified copy.

Pensacola International Junior  
Volleyball Club, Inc.

  
Melody M. Weber, President

SH 12/9

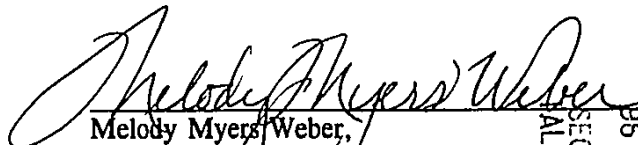
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

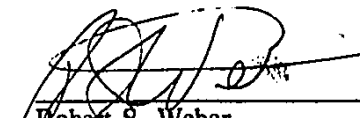
**CERTIFICATE REQUIRED BY FLORIDA STATUTE 617.1007  
REGARDING THE**

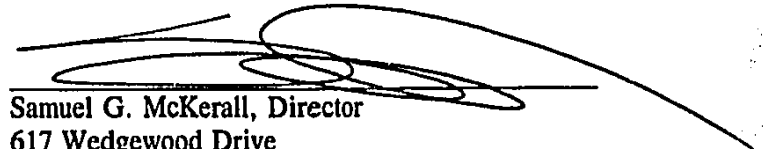
**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PENSACOLA INTERNATIONAL JUNIOR VOLLEYBALL CLUB, INC.**

a Florida Not for Profit Corporation

This is to certify, in accordance with the provisions of Florida Statute 617.1007, that the amended and restated articles of incorporation of Pensacola International Junior Volleyball Club, Inc., which are attached hereto and hereby submitted to the Florida Secretary of State for recording were unanimously adopted both by the corporation's membership and by its present directors in a joint meeting of the undersigned held for that purpose on the 25<sup>th</sup> day of November, 1996.

  
Melody Myers Weber,  
President, Director and Member  
6530 El Presideo Drive  
Pensacola, Florida 32504

  
Robert S. Weber,  
Secretary and Director  
6530 El Presideo Drive  
Pensacola, Florida 32504

  
Samuel G. McKerral, Director  
617 Wedgewood Drive  
Gulf Shores, Alabama 36542

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
ESCAMBIA COUNTY

General Acknowledgement

I, the undersigned authority, in and for said county, in said state, hereby certify that MELODY MYERS WEBER, whose name is signed to the above and foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument she executed the same voluntarily on the day the same bears date. Given under my hand and official seal this the 25 day of November, 1996.

Lora C. Franklin  
Notary Public  
My Commission Expires 7-15-98

STATE OF FLORIDA  
ESCAMBIA COUNTY

General Acknowledgement

I, the undersigned authority, in and for said county, in said state, hereby certify that ROBERT S. WEBER, whose name is signed to the above and foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument he executed the same voluntarily on the day the same bears date. Given under my hand and official seal this the 25 day of November, 1996.

Lora C. Franklin  
Notary Public  
My Commission Expires 7-15-98

STATE OF FLORIDA  
ESCAMBIA COUNTY

General Acknowledgement

I, the undersigned authority, in and for said county, in said state, hereby certify that SAMUEL G. MCKERALL, whose name is signed to the above and foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument he executed the same voluntarily on the day the same bears date. Given under my hand and official seal this the 25 day of November, 1996.

Lora C. Franklin  
Notary Public  
My Commission Expires 7-15-98

STATE OF FLORIDA  
ESCAMBIA COUNTY

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PENSACOLA INTERNATIONAL JUNIOR VOLLEYBALL CLUB, INC.**

a Florida Not for Profit Corporation

Preamble - Under and pursuant to the provisions of the Florida Not for Profit Corporation Act, Florida Statutes §§ 617.01011, et seq [hereinafter the "Not for Profit Corporation Act"], the undersigned directors and membership of Pensacola International Junior Volleyball Club, Inc., a Florida Not for Profit Corporation, hereby amend and restate this corporation's articles of incorporation. This corporation's original articles of incorporation were executed by its sole original member, Melody Myers Weber, on March 3, 1994, and were filed with the Florida Secretary of State on March 23, 1994. The identification number assigned to this corporation by the Florida Secretary of State is N94000001441, and its federal employer identification number is 59-3251430. These amended and restated articles of incorporation contain amendments which have been duly adopted in substantial compliance with the provisions of Florida Statutes § 617.1002.

**ARTICLE ONE**

**Name**

1. Name and Principal Place of Business - The name of the corporation shall be Pensacola International Junior Volleyball Club, Inc., hereinafter sometimes referred to as the "corporation". Its principal place of business shall be located in Pensacola, Florida.

**ARTICLE TWO**  
**Duration**

1. Duration - The corporation shall have perpetual existence, or, if it is ever elected or ordered to be terminated, the corporation shall terminate as soon as it has distributed all of its assets in accordance with all state and federal laws, rules and regulations then in effect governing distribution of the assets of terminated not for profit corporations.

**ARTICLE THREE**  
**Purpose**

Purpose - The purpose for which the corporation is organized is to foster, arrange, promote and coordinate the game of volleyball for teenage and pre-teenage athletes, and to that end, to build volleyball playing and coaching strengths and skills, to increase the playing level of the athletes participating in the club's programs, and to cooperate with similar organizations engaged in similar endeavors, and for other reasons not inconsistent therewith.

**ARTICLE FOUR**  
**Powers and Duties**

1. General Powers - The corporation shall have all of the common law and statutory powers of a Florida not for profit corporation, and shall have all of the powers reasonably necessary to implement its purposes, including, but not limited to, the powers defined in Florida Statutes § 617.0302.

2. In addition to the general powers defined by the common law and the Florida Statutes, the corporation shall have all additional powers not precluded or forbidden by laws, rules and regulations governing not for profit corporations, including but not limited to the following additional powers:

(a) Maintain Liability Insurance - The corporation may maintain, to the extent reasonably commercially available, liability insurance, including medical payments insurance, in such amounts as may be directed by the members, covering all occurrences commonly insured against for death, bodily injury and property damage arising out of the corporation's activities.

(b) Indemnify Officers and Directors - The corporation may provide for the indemnification of its officers and board and maintain directors' and officers' liability insurance;

3. Duties - The corporation shall have the duty to:

(a) File Reports - File with the Florida Department of State the annual corporate report and all other reports required by the Florida Department of State.

(b) Keep Membership Records - Keep and maintain the membership book required by law, which shall contain, in alphabetical order, the name of each member, their mailing address, the date their membership began and, if their membership has been terminated, the date such membership terminated.

(c) Keep Permanent Records - The corporation shall keep, in written form or in some other form capable of being easily converted to written form, correct and complete books and records of account and shall keep minutes of the proceedings of its

members, board of directors and committees having any of the authority of the board of directors; and shall keep at its registered office or principal office in Florida a copy of its articles of incorporation and bylaws and any amendments thereto, and a record in alphabetical order of the names and addresses of its members entitled to vote, and of its directors and officers. All books and records of the corporation may be inspected by any member, director or officer, or his or her agent or attorney, for any proper purpose at any reasonable time.

(d) Adopt Budgets - Adopt such budgets as to the members and directors may seem necessary or expedient to further the corporate purposes hereinabove set forth.

(e) Hold Meetings - Hold meetings of the members of the corporation at least once each year; and whenever requested by the president, by a majority of the members of the board of directors, or by at least 20 percent of the members of the corporation.

(f) Notify Members of Legal Actions - Give the members reasonable notice of and an opportunity to defend against any legal action brought against the corporation.

(g) Maintain Property Insurance - Maintain, to the extent reasonably available, property insurance on such property as the corporation may own, from time to time. The total amount of insurance after application of any deductibles shall be not less than the greater of 80 percent of the actual cash value of the insured property at the time the insurance is purchased or such greater percentage of such actual cash value as may be necessary to prevent the applicability of any co-insurance provision and at each renewal date, exclusive of land, and other items normally excluded from property policies in the same area.

4. Loans to Directors and Officers Prohibited - The corporation shall make no loans to its directors or officers. Any director or officer who assents to or participates in the

making of any non-permitted loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

## **ARTICLE FIVE**

### **Membership**

1. **Members** - The members of the corporation shall consist of those persons who are formally accepted by the existing membership for membership in the corporation and who are issued certificates of membership in the corporation. Each active member in good standing shall be entitled to one vote at all meetings of the members of the corporation.

2. **Directors and Officers Not Necessarily Members** - The acceptance of persons as members of the corporation is a separate specific act, and the naming of a person to serve as a director or officer of the corporation does not in and of itself confer upon such persons the status of membership in the corporation.

3. **Initial Member** - The sole initial member of the corporation, as of the date of its incorporation, was Melody Myers Weber, 6530 El Presideo Drive, Pensacola, Florida 32504.

4. **Matters Upon Which Members May Vote** - The members are entitled to vote upon the following matters:

(a) The admission of persons to membership in the corporation. The affirmative vote of seventy five percent of the active members then in good standing and entitled to vote shall be necessary to admit any person to membership in the corporation.



(b) The removal of persons from membership in the corporation. The affirmative vote of seventy five percent of the active members then in good standing and entitled to vote shall be necessary to remove any person from membership in the corporation.

(c) Amendments to the corporation's articles or incorporation or bylaws. Amendments to the articles of incorporation or bylaws may be proposed only by a member, but the board of directors may by resolution request that the members consider adopting any amendment they deem expedient or desirable. The affirmative vote of seventy five percent of the active members then in good standing and entitled to vote shall be necessary to amend the articles of incorporation or bylaws.

#### **ARTICLE SIX** **Meetings of Members**

1. Meetings - Meetings of members of the corporation shall be subject to the following rules (together with such other rules as the members may from time to time adopt at a meeting duly called for the purpose):

(a) Any of the following rules may be waived by any member entitled to the protection thereof, provided that such waiver is in writing, dated and maintained as a part of the corporation's permanent record of the meeting to which the waiver applies.

(b) Not less than 10 days nor more than 50 days in advance of any meeting, the secretary or other officer specified in the bylaws shall cause written notice to be hand-delivered or sent prepaid by United States Mail to the member's most recent mailing address as to which the corporation has been notified. The notice of any meeting must state the

time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to these articles or the bylaws, any budget changes, and any proposal to add or remove a member, director or officer of the corporation.

(c) A quorum shall be deemed present throughout any meeting of members if fifty percent (50%) of the members are present in person or by proxy at the beginning of the meeting.

(d) Votes may be cast pursuant to a proxy duly executed by a member. A member may not revoke a proxy given pursuant to this section except by actual notice of revocation to the person presiding over a meeting of the members. A proxy is void if it is not dated or purports to be revocable without notice. A proxy terminates one year after its date, unless it specifies a shorter term.

## **ARTICLE SEVEN**

### **Officers**

1. Officers - The affairs of the corporation shall be administered by a president, a vice-president, a secretary and a treasurer and such other officers as the members or the board of directors may from time to time designate. In the event of conflict, the decisions of the members shall control. Officers of the corporation shall be elected by the members of the corporation at their annual meeting. The names and addresses of the officers of the corporation, as of the date of the adoption of these amended and restated articles, are:

President/Treasurer  
Melody Myers Weber  
6530 El Presideo Drive  
Pensacola, Florida 32504

Vice President/Secretary  
Robert S. Weber  
6530 El Presideo Drive  
Pensacola, Florida 32504

**ARTICLE EIGHT**  
**Directors**

1. Directors to be Selected by Members - The directors shall be selected by majority vote of the members at the annual or any special meeting of the members.
2. Directors to Manage Corporation - The affairs of the corporation will be managed by its directors, subject to the ultimate direction of the members.
3. Number of Directors - The number of directors shall never be less than three, but may be such other, greater, number as may be fixed by the bylaws. Subject to the requirement that there never be fewer than three directors, the number of directors may be increased or decreased from time to time by amendment to the bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.
4. Qualifications of Directors - Directors may but need not be members of the corporation.
5. Vacancies - Any vacancy occurring in the board of directors and any directorship to be filled by any reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the members, voting at an annual or special meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the members for a term of office continuing only until the next election of directors.
6. Quorum of Directors - A majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at

which a quorum is present shall be the act of the board of directors. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum, or the refusal of any director present to vote.

7. Committees - The board of directors may by resolution designate and appoint one or more committees to perform certain designated routine responsibilities, each of which shall consist of two or more directors; which committees, to the extent provided in such resolution, in these articles or in the bylaws, shall have and exercise all the authority of the board of directors with respect to the limited matters assigned to it.

8. Meetings of Directors - Regular meetings of the board of directors or any committee designated thereby may be held with such notice as is prescribed in these articles or the bylaws. Special meetings of the board of directors or any committee designated thereby shall be held upon such notice as is prescribed in the bylaws. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors or any committee designated thereby need be specified in the notice of such meeting or the waiver of notice.

9. Action of Directors Without a Meeting - Any action required to be taken at a meeting of the directors of the corporation or any action which may be taken at a meeting of the directors or of a committee of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the directors. Such consent shall have the

same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with either the probate judge or secretary of state.

10. Limitations on Board Powers - The board of directors of the corporation may not act on behalf of the corporation to amend these articles or the corporation's bylaws, or to elect members of the corporation or of the board of directors or determine their qualifications, powers and duties, or terms of office. Nothing in these articles of incorporation or the bylaws may abrogate the provisions of this subparagraph.

11. Directors - The directors in office as of the date of these amended and restated articles of incorporation, who shall hold office until the 1997 annual meeting of the members of the corporation, or until removed, are as follows:

Melody Myers Weber  
6530 El Presideo Drive  
Pensacola, Florida 32504

Robert S. Weber  
6530 El Presideo Drive  
Pensacola, Florida 32504

Samuel G. McKerall  
617 Wedgewood Drive  
Gulf Shores, Alabama 36542

#### ARTICLE NINE Indemnification

1. Officers and Directors Indemnified - Every director and every officer of the corporation (and the directors and/or officers as a group) shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees (at all trial and appellate levels) reasonably incurred by or imposed upon them in connection with any proceeding or litigation or settlement in which they may become involved by reason of their being or having been a

director or officer of the corporation. The foregoing provisions for indemnification shall apply whether or not they are a director or officer at the time such expenses are incurred. Notwithstanding the above, in the instances where a director or officer admits or is adjudged guilty or willful misfeasance or malfeasance in the performance of his or her duties, the indemnification provisions of these articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a director or officer may be entitled whether by statute or common law.

2. Board Members - Standard of Care - Except as otherwise provided in the bylaws, these articles of incorporation or the provisions of the Florida Not for Profit Corporation Act, the corporation's board of directors may act on behalf of the corporation. The officers and members of the board of directors shall be required to exercise ordinary and reasonable care in performing their duties for the corporation.

## ARTICLE TEN Bylaws

1. Minimum Requirements - The bylaws of the corporation must provide for:
  - a. The number of members of the board of directors (which number may never be less than three) and the titles of the officers of the corporation;
  - b. Election by the members of the directors, and a president, vice president, treasurer, secretary, and any other officers of the corporation the bylaws specify or the members desire;

c. The qualifications, powers and duties, terms of office, and manner of electing and removing board members and officers and filling vacancies;

d. Which, if any, of its powers the board may delegate to other persons or to a managing agent;

e. The method of amending the bylaws, but in no event shall the required percentage for amendment of the bylaws exceed three fourths of the total membership of the corporation; and this subparagraph may not be amended;

f. Such other matters as may be appropriate and not in conflict with the terms and provisions of this declaration or the Florida Not for Profit Corporation Act.

2. Amendments to Bylaws - The directors shall have the power to recommend that a bylaw be altered, amended or repealed, or that new bylaws be adopted, subject to approval of three fourths of the members; however, at any meeting of the members any change in the bylaws by the board may be altered, amended or repealed by a three fourths vote of the members entitled to vote at the meeting.

## **ARTICLE ELEVEN**

### **Amendments**

1. In General - Except in the case of a general restatement of these articles, any instrument amending these articles shall identify the particular article or articles being amended and give the exact language of such amendment, and a certified copy of each such amendment shall always be attached to any certified copy of these articles.

2. Method of Amendment - These articles may be amended at any time, but only in the following manner:

a. Resolution - The board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be either an annual or a special meeting;

b. Notice - Unless waived in writing, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member in the manner prescribed in Article Six, above.

c. Majority Vote Required - The proposed amendment shall be adopted upon receiving three fourths of the votes entitled to be cast by members present or represented by proxy at the meeting. Any number of amendments may be submitted to the members and voted upon at one meeting, provided that all were noticed in the manner provided herein.

d. Alternative Method - Notwithstanding the foregoing, an amendment to these articles may be made by a written statement signed by three fourths of the members of the corporation then in good standing.

e. Directors Need Not Assent - No amendment to these articles requires the assent of the directors.

3. Articles of Amendment - Upon the adoption of any amendment, articles of amendment shall be executed for the corporation by the president, and by its secretary or an assistant secretary, shall be verified by one of the officers signing the articles of amendment, and shall set forth.



- a. The name of the corporation;
- b. The text of the amendment;
- c. A statement setting forth the date of the meeting of the members at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received three fourths or more of the votes entitled to be cast by members in good standing present or represented by proxy at such meeting; or,
- d. A statement that such amendment was adopted by a consent in writing signed by three fourths of all members entitled to vote thereon with respect thereto.

**ARTICLE TWELVE**  
**Resolution of Conflicts**

1. Conflicts in Documents - Conflicts among the provisions of these Articles, the corporation's bylaws, and the Nonprofit Corporation Act shall be resolved according to the following order of priority:

- (a) Priority One - The Nonprofit Corporation Act.
- (b) Priority Two - These articles
- (c) Priority Three - The bylaws.

2. Conflicts in Authority - Conflicts among the members, directors and officers of the corporation shall be resolved in the following order of priority:

- (a) Priority One - The members (acting in concert).
- (b) Priority Two - The directors.
- (c) Priority Three - The officers.

**ARTICLE THIRTEEN**  
**Registered Office and Registered Agent**

1. Registered Office and Agent Required - The corporation shall have and shall continuously maintain within the State of Florida a registered office and a registered agent. The agent may be a corporation qualified to do business in Florida. The registered office may, but need not be, the corporation's principal place of business.

2. Initial and Present Registered Agent - The initial and present registered agent of the corporation was and is: Melody Myers Weber, 6530 El Presideo Drive, Pensacola, Florida 32504.

3. Initial and Present Registered Office - The initial and present registered office of the corporation was and is: 6530 El Presideo Drive, Pensacola, Florida 32504.

4. Change in Registered Office or Agent - The corporation may change its registered office and registered agent by filing with the Florida Secretary of State a statement executed for the corporation by its president or a vice president, verified by him or her, and one copy thereof, setting forth:

- a. The name of the corporation;
- b. The location and mailing address of its then registered office;
- c. If the location of the registered office is changed, the location or mailing address to which the registered office is to be changed;
- d. The name of its then registered agent;
- e. If its registered agent is changed, the name of his successor registered agent;
- f. That the address of its registered office and the address of the office of its registered agent, as changed, will be identical;

g. That such change was authorized by resolution duly adopted by its board of directors.

5. Change of Address by Agent - If a registered agent changes his, her or its business address to another place within the same county, he, she or it may change such address and the registered office address of the corporation by filing a statement and one copy thereof signed by him or her or, if a corporation, by its duly authorized officer. The statement must recite that a copy has been mailed to the corporation.

6. Resignation of Registered Agent - Any registered agent may resign as such agent upon filing a written notice thereof, executed in triplicate, with Florida Secretary of State and the appointment of such agent shall terminate upon the expiration of 30 days after receipt thereof.

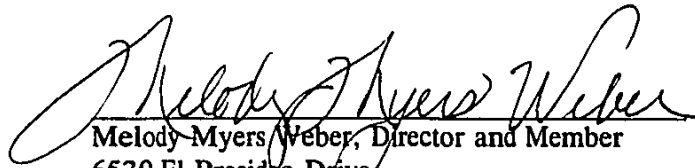
#### **ARTICLE FOURTEEN** **Dissolution**


Dissolution - If Pensacola International Junior Volleyball Club, Inc. is terminated, its shall wind up its affairs and distribute its assets in an orderly manner in accordance with the provisions of the Nonprofit Corporation Act and all applicable federal laws and regulations. The directors shall be strict trustees of the corporation's assets during the termination and dissolution period. In the event of conflict between the provisions of the Florida Not for Profit Corporation Act and the these articles or the by-laws, the provisions of the Florida Not for Profit Corporation Act shall prevail.

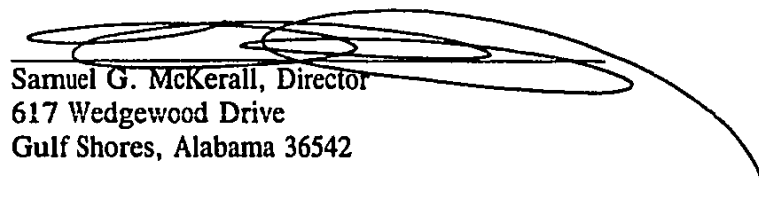
**ARTICLE FIFTEEN**  
**Sole Incorporator**

The name and address of the sole original incorporator was Melody Myers Weber,  
6530 El Presideo Drive, Pensacola, Florida 32504.

IN WITNESS WHEREOF, the present directors of the corporation, and the  
corporation's present sole member, have executed these amended and restated articles of  
incorporation, which have been adopted in substantial compliance with the provisions of Florida  
Statutes §§ 617.1001 through 617.1007, this the 25<sup>th</sup> day of November,  
19 96.

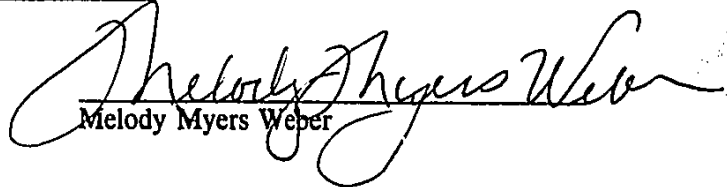
  
Melody Myers Weber, Director and Member  
6530 El Presideo Drive  
Pensacola, Florida 32504

  
Robert S. Weber, Director  
6530 El Presideo Drive  
Pensacola, Florida 32504

  
Samuel G. McKerral, Director  
617 Wedgewood Drive  
Gulf Shores, Alabama 36542

Registered Agent's Acceptance

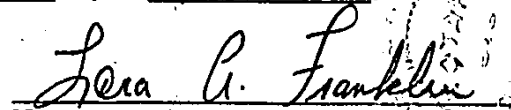
The undersigned hereby accepts the designation of Registered Agent of Pensacola International Junior Volleyball Club, Inc., as set forth in these amended and restated articles of incorporation, this the 25 day of November, 1996.

  
Melody Myers Weber

STATE OF FLORIDA  
ESCAMBIA COUNTY

General Acknowledgement

I, the undersigned authority, in and for said county, in said state, hereby certify that MELODY MYERS WEBER, whose name is signed to the above and foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument she executed the same voluntarily on the day the same bears date. Given under my hand and official seal this the 25 day of November, 1996.

  
Notary Public  
My Commission Expires 7-15-98

STATE OF FLORIDA  
ESCAMBIA COUNTY

General Acknowledgement

I, the undersigned authority, in and for said county, in said state, hereby certify that ROBERT S. WEBER, whose name is signed to the above and foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument he executed the same voluntarily on the day the same bears date. Given under my hand and official seal this the 25 day of November, 1996.

  
Notary Public  
My Commission Expires 7-15-98

STATE OF FLORIDA  
ESCAMBIA COUNTY

General Acknowledgement

I, the undersigned authority, in and for said county, in said state, hereby certify that SAMUEL G. MCKERALL, whose name is signed to the above and foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument he executed the same voluntarily on the day the same bears date. Given under my hand and official seal this the 25 day of November, 1996.

Lora C. Franklin  
Notary Public  
My Commission Expires 7-15-98