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February 24, 1995

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

ATTN: Karen Gibson

RE: Tax Advisory Coalition of Bay County, Inc.

Dear Ms. Gibson:

Pursuant to our telephone conversation of yesterday, I enclose herewith the following:

1. A copy of your letter to us with regard to the above referenced for your information.
2. Articles of Incorporation of Bay Taxpayers Coalition, Inc. along with the Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served.
3. Our check made payable to the Secretary of State for \$122.50 representing filing fee for the Articles.

If the enclosed meets with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles stating that they have been filed for our file. I am also requesting a refund of the \$35.00 which we had previously sent to you as filing fee for the Amendment to Articles of Incorporation which was returned to me. (This is explained

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FEB 28 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

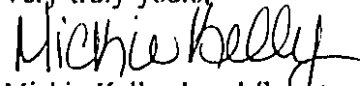
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Florida Department of State
Division of Corporations
February 24, 1995
Page Two

on the attached letter sent by you).

If you should have any questions with regard to the enclosures or if anything further is needed, please do not hesitate to give me a call.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Mickie Kelly".

Mickie Kelly, Legal Secretary
to Jack G. Williams

/mk

Enc. as stated

ARTICLES OF INCORPORATION
OF
BAY TAXPAYERS COALITION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is BAY TAXPAYERS COALITION, INC.

ARTICLE II. - NATURE OF BUSINESS

This corporation is formed and its object and purpose shall be to generate public interest and debate in local governmental matters.

ARTICLE III - PRINCIPAL OFFICE, INITIAL REGISTERED
OFFICE AND AGENT

The principal office of this corporation is 475 Harrison Avenue, Panama City, Florida 32401. The street address of the initial registered office of this corporation is 502 Harmon Avenue, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is JACK G. WILLIAMS.

ARTICLE IV - MEMBERSHIP

Membership shall be limited to individuals or other entities who subscribe to the purposes for which this corporation is formed, who shall pay annual or other dues and charges which may

from time to time be established by the membership. Admission to the Association shall be upon majority vote of the Board of Directors. The manner of election of directors is as stated in the Bylaws.

ARTICLE V - TERM

This corporation shall have perpetual existence.

ARTICLE VI - SUBSCRIBER

The name and residence address of the subscriber to these Articles of Incorporation is:

Name

Address

JACK G. WILLIAMS

2407 Willow Lane
Lynn Haven, Florida 32444

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this corporation are to be managed by a Board of Directors. The corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Name

Address

JACK G. WILLIAMS

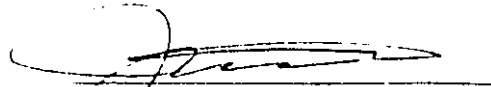
2407 Willow Lane
Lynn Haven, Florida 32444

ARTICLE VIII - RESIDUAL ASSETS

In the event of dissolution, the residual assets of the association will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive

public purpose.

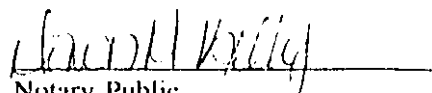
IN WITNESS WHEREOF I have hereunto set my hand and seal, this 24th day of February, 1995.

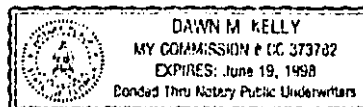

JACK G. WILLIAMS

STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared JACK G. WILLIAMS, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 24th day of February, 1995.


Notary Public
My commission expires:



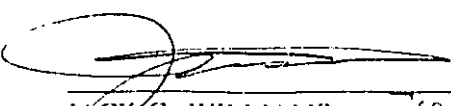
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that BAY TAXPAYERS COALITION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 475 Harrison Avenue, Panama City, Florida 32401, has named JACK G. WILLIAMS, located at 502 Harmon Avenue, Panama City, Florida 32401 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JACK G. WILLIAMS
Registered Agent

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95 FEB 28 AM 9:51
CLERK OF DISTRICT COURT
STATE OF FLORIDA