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THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF

FRIENDS OF FLEMING ISLAND INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -9 PM 2:54

This is a not-for-profit corporation organized pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this Corporation is:

Friends of Fleming Island Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of this Corporation is:

c/o Ralph C. Hampton
1512 Marsh Rabbit Way
Orange Park, FL 32073

ARTICLE III - DURATION

This Corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

A. This Corporation is formed pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a tax exempt organization thereunder.

B. This Corporation is organized solely and exclusively to operate as a civic league.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Corporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ARTICLE VI - MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation.

B. The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ralph C. Hampton	1512 Marsh Rabbit Way Orange Park, FL 32073
Mae M. Byers	185 Oak Drive South Green Cove Springs, FL 32043
Mollie E. Hollinger	860 Live Oak Lane Green Cove Springs, FL 32043

ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to 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 in Article IV hereof.

B. No part of the activities of the Corporation shall include the publishing or distribution of statements or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

ARTICLE X - DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively in furtherance of the purpose of the Corporation, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

ARTICLE XI - AMENDMENT

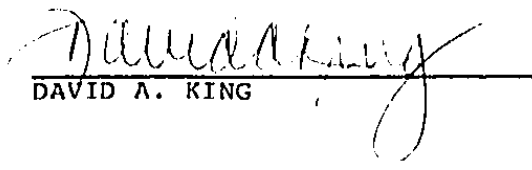
The members reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the members present at any regular meeting of the members or at any special meeting of the members called for that purpose at which a quorum is present. These Articles of Incorporation may be amended by the members without a meeting as provided for in the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these articles is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 3rd day of May, 1995.



DAVID A. KING

STATE
CORPORATIONS

MAY -8 PM 2:54

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

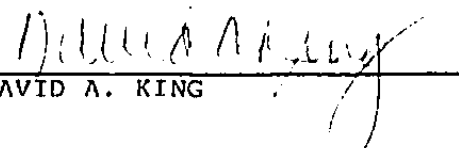
Pursuant to Section 48.091 and 617.0501, Florida Statutes, the following is submitted:

FRIENDS OF FLEMING ISLAND INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

ACKNOWLEDGEMENT:

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



DAVID A. KING