

N95000003675

PETERSON, MYERS, CRAIG, CREWS, BRANDON & PETERBAUGH, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, SR (1894-1978)
MICHAEL W. CREWS (1941-1991)

JACK P. BRANDON
BEACH A. BROOKS, JR.
J. DAVIS CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG, JR.
JACOB C. DYKXHOORN
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
ROBERT E. PETERBAUGH
ABEL A. PUTNAM
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KERRY M. WILSON

P. O. BOX 1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33899-1079
(813) 878-7811
(813) 883-8842
FAX 878-0843

P. O. BOX 24628
OLD CITY HALL BUILDING
100 EAST MAIN STREET
LAKELAND, FLORIDA 33802-4628
(813) 683-8811
(813) 878-8934
FAX 682-8031

P. O. DRAWER 7808
LAKE REGION PLAZA
SUITE 300
141 8TH STREET, NW
WINTER HAVEN, FLORIDA 33883-7808
(813) 294-3380
FAX 298-6488

PLEASE REPLY TO:

Winter Haven

July 28, 1995

400001551744
-08/02/95--01043--012
****122.50 ****122.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: THE DOME FOUNDATION, INC.

Gentlemen:

I have enclosed the Articles of Incorporation and the Designation of Registered Agent for THE DOME FOUNDATION, INC. to be filed with your office, together with a check payable to your order in the amount of \$122.50, which represents the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$52.50
Certified Copy of the Articles of Incorporation	\$35.00

I did reserve the name, THE DOME FOUNDATION, INC. with your office recently.

Please give me a call if you have any questions.

Sincerely yours,

Douglas A. Lockwood, III

DAL:mw
Enclosures

*Reserved
R107*

FILED
95 AUG - 2 PM 12: 2
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE DOME FOUNDATION, INC.

FILED

95 AUG -2 PM 12: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certify:

ARTICLE I
NAME, DURATION

The name of this Corporation is The Dome Foundation, Inc. The duration of this Corporation is perpetual.

ARTICLE II
PURPOSES, RIGHTS AND POWERS

This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes, in the management of facilities which support recreational and educational activities through the City of Winter Haven, Florida (hereinafter "Winter Haven") and for the benefit of any other "qualified organizations", selected by the Trustees of the Corporation, so long as such organizations remain qualified organizations, including, but not limited to, providing recreational and educational facilities for the citizens of Florida. An organization is a "qualified organization" for purposes of these Articles only if it is an organization described in Section 501(c)(3) and Sections 509(a)(1) and (a)(2) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code").

Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

This Corporation shall be operated in connection with City of Winter Haven or other qualified organizations, provided, however, if any of these organizations ceases to be a qualified organization, the Corporation shall not operate for the benefit of or in connection with said organization, but shall be operated for the benefit of the remainder of such organizations and in connection with any other qualified organizations as shall be selected by the Trustees of the Corporation.

ARTICLE III
MEMBERS

The Corporation shall not have any members.

ARTICLE IV
BOARD OF TRUSTEES

1. The Board of Trustees of this Corporation shall not exceed fifteen (15) Trustees representing a cross-section of the community, including, but not limited to, persons representing the youth, the elderly, and the mentally and physically challenged. The term, voting rights, qualifications and procedures for election of Trustees shall be set forth in this Corporation's Bylaws.

2. The Board of Trustees shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles and the laws of the State of Florida.

3. The persons who shall serve until the first election of Trustees are as follows:

<u>Name</u>	<u>Address</u>
William G. Roe, II	P.O. Box 900 Winter Haven, FL 33882
George MacConnell	122 W. Central Avenue Winter Haven, FL 33880
Julian Garcia	737 W. Central Avenue Winter Haven, FL 33880
Thomas Clark	P.O. Drawer 1380 Winter Haven, FL 33882
Pete Ousley	P.O. Drawer 750 Winter Haven, FL 33882
Ken Drew	302 6th Street, N.E. Winter Haven, FL 33881
Andy Honer	210 Cypress Gardens Blvd. Winter Haven, FL 33880
Douglas A. Lockwood, III	P.O. Drawer 7608 Winter Haven, FL 33883
Joe Ben Oller	650 Sixth Street, S.W. Winter Haven, FL 33882
Robert W. Arnold	534 Somerset Loop Auburndale, FL 33823

ARTICLE V
OFFICERS

1. Officers. The officers of this Corporation shall consist of a Chairman of the Board, a President, one or more Vice-

Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Trustees deem necessary. Any two offices may be held by the same person except the offices of the President and Secretary.

2. Election and Term of Office. The Board of Trustees shall elect officers at each Annual Meeting of the Board of Trustees, and may at any meeting fill any vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Trustees. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Initial Officers. The persons who shall serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
W.G. Roe	President and Chairman of the Board	P.O. Box 900 Winter Haven, FL 33882
George MacConnell	Treasurer	122 W. Central Avenue Winter Haven, FL 33880
Tom Clark	Secretary and Assistant Treasurer	P.O. Drawer 1380 Winter Haven, FL 33882

ARTICLE VI
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds of a quorum of the Trustees of the Board of Trustees at any meeting of the Trustees or by the written consent

thereto by two-thirds of a quorum of the Trustees. Amendments to these Articles of Incorporation may be proposed by any Trustee.

ARTICLE VII
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Trustees by the affirmative vote of two-thirds of the Trustees. The Bylaws may be amended by the affirmative vote of two-thirds of a quorum of the Trustees at a meeting of the Board of Trustees, or by the written consent thereto by two-thirds of a quorum of the Trustees.

ARTICLE VIII
LIMITATIONS

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Trustees, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in Article VI hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code which is other than a private foundation by reason of being described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE IX
DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively for charitable and education purposes to one or more of the organizations specified in Article II, if it is then a qualified organization. If such organization is not then a qualified organization, the assets of this Corporation that otherwise would be distributed to it shall be distributed in such manner and to such other qualified organizations as the Board of Trustees shall determine.

ARTICLE X
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1954 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue law of the United States.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 141 5th Street, Suite 300, Winter Haven, Florida 33881, and the name of the initial registered agent of this corporation at that address is Douglas A. Lockwood, III.

ARTICLE XII
INCORPORATION

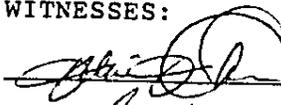
The names and addresses of the persons signing these Articles

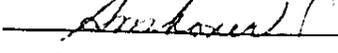
are:

<u>Name</u>	<u>Address</u>
William G. Roe II	P.O. Box 900 Winter Haven, FL 33882
George MacConnell	122 W. Central Avenue Winter Haven, FL 33880
Julian Garcia	737 W. Central Avenue Winter Haven, FL 33880
Thomas Clark	P.O. Drawer 1380 Winter Haven, FL 33882
Pete Ousley	P.O. Drawer 750 Winter Haven, FL 33882
Ken Drew	302 6th Street, N.E. Winter Haven, FL 33881
Andy Honer	210 Cypress Gardens Blvd. Winter Haven, FL 33880
Douglas A. Lockwood, III	P.O. Drawer 7608 Winter Haven, FL 33883
Joe Ben Oller	650 Sixth Street, S.W. Winter Haven, FL 33882
Robert W. Arnold	534 Somerset Loop Auburndale, FL 33823

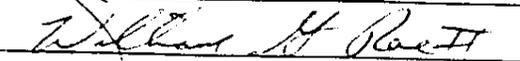
IN WITNESS WHEREOF, the undersigned have subscribed their names
this 28th day of July, 1995, at Winter Haven,
Florida.

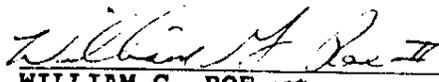
WITNESSES:











WILLIAM G. ROE II


GEORGE MacCONNELL

William H. Root II

William H. Root II

Julian Garcia

JULIAN GARCIA

Tom Clark

William H. Root II

Tom Clark

THOMAS CLARK

Pete Ousley

William H. Root II

Pete Ousley

PETE OUSLEY

Ken Drew

Tom Clark

Ken Drew

KEN DREW

Ken Drew

Tom Clark

Andy Honer

ANDY HONER

Douglas A. Lockwood, III

Douglas A. Lockwood, III

Douglas A. Lockwood, III

DOUGLAS A. LOCKWOOD, III

Joe Ben Oller

Joe Ben Oller

Joe Ben Oller

JOE BEN OLLER

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE**

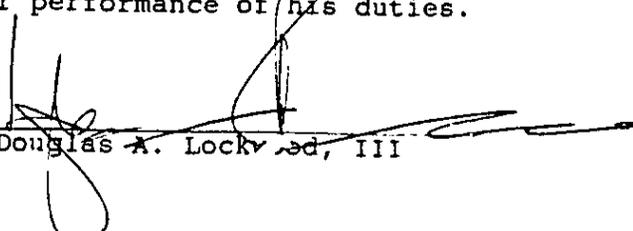
FILED

95 AUG -2 PM 12: 22

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

That **THE DOME FOUNDATION, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial office located at 500 Avenue R, S.W., Winter Haven, Florida 33880, has named Douglas A. Lockwood, III, of 141 5th Street, N.W., Suite 300, Winter Haven, Florida 33881, as its Registered Agent to accept service of process within the State of Florida; and

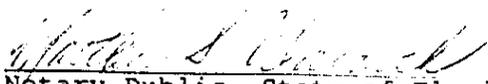
That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, Douglas A. Lockwood, III hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.


Douglas A. Lockwood, III

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared Douglas A. Lockwood, III, who is personally known by me to be the person who executed the foregoing Certificate, and he acknowledged before me, that he executed same for the purposes set forth therein, and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County of aforesaid, this 28th day of July, 1995.


Notary Public, State of Florida

My commission expires:

MARTHA S. WARNOCK
MY COMMISSION # CC324772 EXPIRES
November 26, 1997
MEMPHIS TRUSTEES INSURANCE, INC.

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

DOCUMENT # N95000003675

96 NOV 11 AM 11:48

1 Corporation Name
THE DOME FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Place of Business Mailing Address
500 AVENUE R. S.W.
WINTER HAVEN FL 33880
500 AVENUE R. S.W.
WINTER HAVEN FL 33880

Barcode: 300002010379-3
-11/20/96--01115--010
****240.00 ****240.00

If above addresses are incorrect in any way line through incorrect information and enter correction below

2 New Principal Office Address, If Applicable 3 New Mailing Office Address, If Applicable
Suite Apt # etc. Suite Apt # etc.
City & State City & State
Zip Country Zip Country

4 Date Incorporated or Qualified To Do Business in Florida 08/02/1995
5 FEI Number 59 3328 - 918 Applied For Not Applicable
6 CERTIFICATE OF STATUS DESIRED \$8.75 Additional Fee required for a Certificate of Status

7 Names and Street Addresses of Each Officer and/or Director (Florida non-profit corporations must list at least 3 directors)

1 Titles	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
PD	ROE, WILLIAM G III	P.O. BOX 900	WINTER HAVEN FL 33882
TU	MACCONNELL, GEORGE	122 W. CENTRAL AVENUE	WINTER HAVEN FL 33880
STD	CLARK, TOM	P.O. DRAWER 1380	WINTER HAVEN FL 33882
D	OUSLEY, PETE	P.O. DRAWER 750	WINTER HAVEN FL 33882
D	DREW, KEN	302 6TH STREET N.E.	WINTER HAVEN FL 33381
D	HONER, ANDY	210 CYPRESS GARDENS BLVD	WINTER HAVEN FL 33880

8. Name and Address of Current Registered Agent
LOCKWOOD, DOUGLAS A
141 5TH STREET N.W.
SUITE 300
WINTER HAVEN FL 33881

9. Name and Address of New Registered Agent
Name: REINSTATEMENT
Address (P.O. Box Number is Not Acceptable):
Suite, Apt. #, Etc.: A. dtaw
City: FL Zip Code: 11-18

10 I, being appointed the registered agent of the above named corporation am familiar with and accept the obligations of Section 607.0505, F.S.
Signature of Registered Agent: [Signature] REGISTERED AGENT MUST SIGN Date: Oct. 11, 1996

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12 I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporation's name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 115.07(3)(i), F.S. The information indicated on this application is true and accurate and my signature shall have the same legal effect as if made under oath.

SIGNATURE: William A. Roe
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Date: Oct 11, 1996 Daytime Phone #: 911-294-3577