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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 28, 1995

JOE W. SHIPES - P.A.R.K.S. P.O. BOX 514 PAISLEY, FL 32767

SUBJECT: P.A.R.K.S., INC. / PAISLEY ASSOCIATION FOR RECREATIONAL

KIDS, INC.

Ref. Number: W95000025047

We have received your document for P.A.R.K.S., INC. / PAISLEY ASSOCIATION FOR RECREATIONAL KIDS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

please attacked from

Sharon Tala
Document Specialist Supervisor

Letter Number: 595A00055543

ARTICLES OF INCORPORATION OF

Paisley Association for Recreational Kids, Inc.

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

Article T

The name of the corporation shall be Paisley Association for Recreational Kids, Inc.
The principal address of the corporation at the time of incorporation is Post Office Box 514, Paicley, Florida 32767 County of Lake.

Article II Duration

The duration of this corporation is perpetual, unless dissolved according to law.

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

Article III Purpose

The specific and primary purposes for which this corporation is organized are to acquire and maintain buildings and property for a community center, including club rooms, reading rooms and educational and recreational facilities to serve the community of Paisley, Florida, and to acquire other properties, and to construct buildings for the above purposes; to engage in all types of activities not prohibited by law that will promote better citizenship among its members, and to stimulate educational, recreational, physical and social activities among its members and friends so they may acquire an understanding of other cultures and languages; to promote and foster mutual understanding and good will among persons of all ancestry; to engage in activities that will raise the standards of civic morality and community welfare through educational, recreational and social means; and to disseminate knowledge which may be useful for its members in their work and home life and, as a result, to make them more proficient in their activities as citizens and residents of Florida.

(b) The general purposes for which this corporation is organized are: to erect, construct, purchase, repair, improve, maintain, and operate recreational, sports, and game facilities, buildings, and areas of every kind, including tennis courts and swimming pools, for the benefit of its members, and to promote social intercourse among them.

(c) This corporation is formed and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, trustee, or officer of the corporation except as provided by law.

(d) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.0302 of the Florida Not for Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraphs (a) through (c) of this Acticle III.

Article IV Qualifications and Admission of Members

The authorized number, qualifications, and manner of admission of members of this corporation, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

Article V Registered Office and Registered Agent

The street address of the corporation's initial registered office is 43809 Sunset Drive, Paisley, County of Lake, Florida, and the name of the corporation's initial registered agent at that address is Joe W. Shipes.

Article VI First Board of Directors

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

President: Joe W. Shipes

43809 Sunset Drive

Paisley, Florida 32767 (904) 669-8129

Vice-President: Eileen Sherman

26425 Orange Circle

Paisley, Florida 32767 (904) 669-4614

Secretary: Cynthia Hunter

26428 Palmetto Circle

Paisley, Florida 32767 (904) 669-5657

Treasurer: Eileen S. Sherman

42247 Maggie Jones Road

Paisley, Florida 32767 (904) 669-6784

ARTICLE VII
Basis Under Which Corporation Organized

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes, As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, managers, officers, or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE VIII 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 eight (8) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors, but never shall be less than three (3) directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

- (c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be set forth in the bylaws.
- (d) Standing Committees. The standing committees shall be determined by the bylaws. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed by the Board of Directors.

ARTICLE IX Incorporators

The name and address of each incorporator are as follows:

Joe W. Shipes 43809 Sunset Drive Paisley, Florida 32767

(904) 669-8129

ARTICLE X Bylaws

Bylaws will be adopted at the first meeting of the board of directors. The bylaws may be amended, repealed, in whole or in part, by the members in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XI Amendment of Articles

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of a quorum of the voting members of the corporation.

In Witness, the undersigned incorporators have executed these articles of incorporation on this 18 day of 1995.

Joe W. Shipes, Incorporator

43809 Sunset Drive Paisley, FL 32767 Department of State Tallahassee, Florida

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is Phistry Association for Recentions.
2. The name and address of the registered agent and Kids, FAC.

office are: Joe W. Shipes

43809 Sunset Drive Paisley, Florida 32767

Dated: December 18th 1995

Joe W. Shipes, President

AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above-stated corporation, at the place disignated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated: <u>December 18th 19</u>95

Joe W. Shipes