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LAW OFFICES OF  
BAKER AND SWEARINGEN  
4431 LAFAYETTE STREET  
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P. A.  
\*BOARD CERTIFIED CIVIL TRIAL  
GLENDA E. SWEARINGEN-COOK, P. A.  
STUART E. GOLDBERG, (J.D.M. TAX)  
OF COUNSEL

TELEPHONE  
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904-626-4406  
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904-626-2714

January 11, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100001650951  
-01/17/96--01037--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Mere Parents Organization, Inc.

Dear Sir/Madam:

Enclosed please find my check in the amount of \$122.50, and an original and one copy of the Articles of Incorporation for the above-named. Please be so kind as to file this and return a copy to my office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

*Frank A. Baker/s*

FRANK A. BAKER, ESQ.

FAB:sm/secstate.ltr

Enclosures

FILED  
96 JAN 17 AM 10:42  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
Jan. 9, 1996

ARTICLES OF INCORPORATION  
OF  
MORE PARENTS ORGANIZATION, INC.

FILED  
96 JAN 17 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following articles of Incorporation:

ARTICLE 1  
NAME

The name of the Corporation is: More Parents Organization, Inc.

ARTICLE 2  
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3  
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4  
PURPOSES

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal

and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law), to provide for athletic opportunities for youth at the MERE Complex.

#### ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

#### ARTICLE 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

##### Name and Address

Rex Wimberly, P. O. Box 419, Marianna, FL 32447  
Richard Swails, 4855 Simsville Road, Marianna, FL 32448  
Frank A. Baker, 4431 Lafayette Street, Marianna, FL 32446  
Gil Lowe, 3079 5th Street, Marianna, FL 32446  
David Arnette, 2809 Jackson Bluff Road, Marianna, FL 32446  
Sandy Westmoreland, P. O. Box 1592, Marianna, FL 32447  
Charlotte Edenfield, 3404 Harden Court, Marianna, FL 32446  
Wayne Melvin, P. O. Box 245, Marianna, FL 32447  
Darlene Bryan, 4742 Cornerstone Lane, Marianna, FL 32446  
Sonny Hughes, P. O. Box 936, Marianna, FL 32447

ARTICLE 7  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 4462 Clinton Street, Marianna, Florida, 32446, and the name of its initial Registered Agent at that address is Rex Wimberly. The initial mailing address of the Corporation is P. O. Box 419, Marianna, Florida, 32447. By his signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Directors may move the registered office or appoint a successor resident agent for the Corporation as it deems fit, from time to time.

ARTICLE 8  
INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors are eleven (11). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The Board shall include a member of the Marianna Optimist Club to be appointed by the President of the Marianna Optimist Club. The name and address of each initial Director of the Corporation is as follows:

Name and Address

Rex Wimberly, P. O. Box 419, Marianna, FL 32447  
Richard Swails, 4855 Simsville Road, Marianna, FL 32448  
Frank A. Baker, 4431 Lafayette Street, Marianna, FL 32446  
Gil Lowe, 3079 5th Street, Marianna, FL 32446  
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Darlene Bryan, 4742 Cornerstone Lane, Marianna, FL 32446  
Sonny Hughes, P. O. Box 936, Marianna, FL 32446

ARTICLES 9  
OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the

Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be proscribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
Rex Wimberly	P. O. Box 419 Marianna, FL 32447	President
Richard Swails	4855 Simsville Road Marianna, FL 32448	Vice President
Frank A. Baker	4431 Lafayette Street Marianna, FL 32446	Secretary
Gil Lowe	3079 5th Street Marianna, FL 32446	Treasurer

#### ARTICLE 10 INCORPORATORS

The name and address of each Incorporator is as follows:  
Rex Wimberly, P. O. Box 419, Marianna, Florida, 32446.

#### ARTICLE 11 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

#### ARTICLE 12 TURNOVER OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local

ARTICLE 13  
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE 14  
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

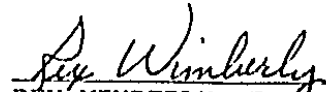
ARTICLE 15  
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 16  
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned, have signed these Articles of Incorporation on this 1/9, 1998.

  
\_\_\_\_\_  
REX WIMBERLY, Incorporator and Resident Agent

State of Florida  
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this 1/9, 1998, by REX WIMBERLY, as Incorporator and

Resident Agent, is personally known to me or who have produced  
W.A. as identification and who  
did take an oath.

1513  
Notary Public  
My Commission Expires:

sm\morepar.art

FRANK A. BAKER  
Notary Public - State of Florida  
My Commission Expires  
September 1, 1996  
Comm. No. CC 228116

FILED  
96 JAN 17 AM 10:42  
TALLAHASSEE, FLORIDA