

COHEN, CHERNAY, NORRIS, WEINBERGER & HARRIS

Attorneys at Law

A Partnership of Professional Associations

712 U.S. HIGHWAY ONE, SUITE 400

P.O. BOX 13140

NORTH PALM BEACH, FLORIDA 33408-7140

TELEPHONE: (407) 844-3000

STEVEN M. AUERHACHEN*
GARY A. CHERNAY, PA
FRED C. COHEN, PA
BERNARD A. CONKO*
ANDREW T. FULTON, IV
GLENN E. GROMANN* (1)
BETH JACOB HARRIS
MICHAEL D. HARRIS, PA
KATHLEEN G. KOZINSKI
DAVID B. NORRIS, PA
PETER H. RAY
JAMES D. RYAN
ROBERT M. WEINBERGER, PA

* Of Counsel
(1) Admitted to New Jersey,
New York, D.C., Texas, Michigan Bars only

FACSIMILE
(407) 842-4104

SECURITIES/
CORPORATE DEPT.
FACSIMILE
(407) 845-0100

February 2, 1996

N 960000000848

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300001709843
-02/08/96--01014--010
*****122.50 *****122.50

Re: Articles of Incorporation of
YESTERYEAR ANTIQUE POWER ASSOCIATION, INC.
A Not-For-Profit Corporation

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of
the subject Articles of Incorporation. Upon filing, please
return the certified copy of the Articles to the undersigned.

Our check in the amount of \$122.50 is enclosed in
payment of the following fees:

Filing fees	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent Designation	\$ 35.00
	<hr/>
	\$122.50

Your prompt assistance in this matter is greatly
appreciated.

Very truly yours,


Larissa K. Lincoln
Legal Assistant

Atty:secino, ltr
enclosures

cc: James D. Ryan

FEB 12 1996 BSB

W96 3221
2295

FILED
95 FEB 19 AM 10:32
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 12, 1996

COHEN, CHERNAY, NORRIS
P. O. BOX 13146
NORTH PALM BEACH, FL 33408-7146

SUBJECT: YESTERYEAR ANTIQUE POWER ASSOCIATION, INC.
Ref. Number: W96000003221

We have received your document for YESTERYEAR ANTIQUE POWER ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 496A00006171

2-16-96

Brenda -

I've made the change in Article V, para A.
per our discussion. P/s process. Thank you.

Jamie Lencak

ARTICLES OF INCORPORATION
OF
YESTERYEAR ANTIQUE POWER ASSOCIATION, INC.

FILED
96 FEB 19 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be Yesteryear Antique Power Association, Inc. For convenience, the corporation is hereinafter referred to as the "Corporation." The principal address for the Corporation shall be at 18213 S. E. Fairview Circle, Tequesta, Florida 33469.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Corporation are as follows:

- A. The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.
- B. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.
- C. The Corporation shall have all of the powers reasonably necessary to implement its purposes, including but not limited to, the following:

1. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the By-Laws of the Corporation;

2. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

D. The Corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Corporation shall be distributed, upon dissolution or otherwise, to any individual. The Corporation may pay compensation in reasonable amounts to its Members, Directors or officers, for services, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a director in his or here capacity as an officer or employee or for services rendered to the Corporation outside of his or her duties as a Director. In such case, however, said Director shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Corporation.

ARTICLE III

MEMBERS AND VOTING RIGHTS

A. The qualification for Members and the manner of their admission shall be regulated by the By-Laws for this Corporation.

B. The By-laws of the Corporation shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, entitled to cast fifty (50%) percent of the votes shall constitute a quorum for the transaction of business.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

DIRECTORS

A. Directors: The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than ^{three} ~~one~~ (3) nor more than seven (7) persons.

B. Election and Appointment of Directors: The Director(s) of the Corporation, in accordance with any applicable provisions of the By-laws, shall serve for three (3) years or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Director's election, for the removal from office of any Director, for filling vacancies, and for the duties of the Director(s). If the office of any Director shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws.

C. Original Board of Directors: The names and addresses of the first Board of Director(s) of the Corporation are as follows:

KAY BRAND	747 Ilona Road West West Palm Beach, Florida 33415
TIM MITCHELL	959 Hyde Park Road Loxahatchee, Florida 33470
RAY ST. DE'IS	757 Arlington Drive West Palm Beach, Florida 33411
GAY WAGNER	4279 Leo Lane Palm Beach Gardens, Florida 33410

ARTICLE VI

OFFICERS

A. Officers: The Corporation shall have a President, Vice-President, Secretary, Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Corporation.

B. Election and Appointment of Officers: The Officers of the Corporation, in accordance with any applicable provisions of the By-Laws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Officer's election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. If any office shall become vacant for any reason, the board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws. The same person may hold two or more offices.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS

Any amendment to these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of all the votes of the entire Membership; provided, however, that: (a) no amendment shall make any change in the qualifications for Membership or the voting rights of the Members without the written approval or affirmative vote of all Members of the Corporation; and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the purposes and powers set forth in Article II.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent permitted under Florida Law, every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are

incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or Officer may be entitled under statute or common law.

ARTICLE X

TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officer, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose.

Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

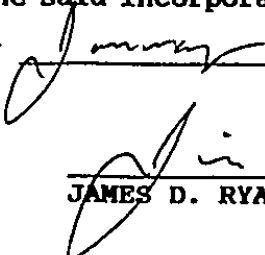
JAMES D. RYAN 712 U.S. Highway One, Suite #400
North Palm Beach, Florida 33408

ARTICLE XII

INITIAL PLACE OF BUSINESS, REGISTERED AGENT AND ADDRESS

The initial principal place of business and mailing address of the Corporation shall be 18213 S. E. Fairview Circle, Tequesta, Florida 33469 or such other place, within or without the state of Florida, as may be subsequently designated by the Board of Directors. The initial registered agent shall be JAMES D. RYAN and the initial address of the registered agent shall be 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 30 day of January, 1996


JAMES D. RYAN, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 30th day of January, 1996.


Notary Public

Print Name

My Commission Expires

OFFICIAL NOTARY SEAL
SUSAN P. PFEIFFER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC464707
MY COMMISSION EXP. MAY 17, 1999

FILED

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

96 FEB 19 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
30

ACKNOWLEDGMENT:

Having been named to accept service of process for YESTERYEAR
ANTIQUE POWER ASSOCIATION, INC., at the initial registered office
of the Corporation in this State designated in its Articles of
Incorporation, I hereby accept to act in this capacity and agree to
comply with the provisions of Section §617.0501 Florida Statutes.

Dated: 1-30-96


JAMES D. RYAN, Registered Agent