

N96000001060

1882 Drew Street
Clearwater, FL 34625
February 20, 1998

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

FILED
98 FEB 26 AM 8 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Incorporation of: **MIRACLES COURSE, INC.**

Dear Secretary of State:

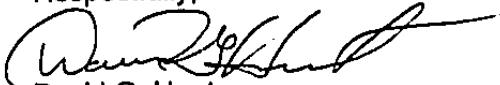
Enclosed please find one original and one copy of the Articles of Incorporation of:

MIRACLES COURSE, INC.

400001724064
-02/26/98--01062--011
*****70.00 *****70.00

Also, please find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fees. Your assistance in establishing the corporation to be known as: **MIRACLES COURSE, INC.** is appreciated.

Respectfully,


David G. Hunt
Incorporator



ARTICLES OF INCORPORATION
OF

MIRACLES COURSE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is:

MIRACLES COURSE, INC.

ARTICLE II

The corporation is to have no members.

ARTICLE III

The address of the principal office and the mailing address of the Corporation is:

1882 Drew Street, Clearwater, Florida 34625.

ARTICLE IV

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation

may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the bylaws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not for Profit Corporation Act.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testaments or public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

The manner in which the directors are to be elected or appointed shall be as stated in the bylaws.

ARTICLE VI

The name of the initial registered agent of the Corporation and the street address at its initial registered office is:

David G. Hunt, 1882 Drew Street, Clearwater, Florida, 34625.

ARTICLE VII

The names and addresses of the initial incorporators are as follows:

David G. Hunt
1882 Drew Street
Clearwater, Florida 34625

Patrick McEllgot
438 Capri Drive
South Lake Tahoe, California 96150

Pamela Galadrial
438 Capri Drive
South Lake Tahoe, California 96150

ARTICLE VIII

The initial board of directors shall consist of at least three (3)

members, who need not be residents of the State of Florida.

ARTICLE IX

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

David G. Hunt
1882 Drew Street
Clearwater, Florida 34625

Patrick McElligot
438 Capri Drive
South Lake Tahoe, California 96150

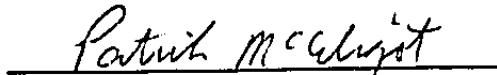
Pamela Galadrial
438 Capri Drive
South Lake Tahoe, California 96150

ARTICLE X

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation on this 22nd day of February, 1996.



David G. Hunt



Patrick McElligot



Pamela Galadrial

Treasurer

(c) The Treasurer shall keep and maintain adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the President and the Directors, on request, an account of all such officer's transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

Resignation and Removal of Officers

Section 4.04. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

ARTICLE V. AMENDMENT OF BYLAWS

Section 5.01. These Bylaws may be amended, repealed, or altered, in whole or in part, and additional bylaws may be adopted, at any meeting of the Board of Directors, by the affirmative vote of two-thirds of all of the Directors.

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE
SERVICE OF PROCESS IN THE STATE OF FLORIDA

MIRACLES COURSE, INC.

, a not for profit corporation
organizing under the laws of the State of Florida, with its principal office
located at 1882 Drew Street, Clearwater, Florida 34625, hereby designates
David G. Hunt as its agent at that address to accept service of process
within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the
office open during prescribed hours; to put my name (and any other
officers of said corporation authorized to accept service of process at the
above designated address) in some conspicuous place in the office as
required by law. I am familiar with, and accept the obligations of this
position.



David G. Hunt

STATE OF FLORIDA

COUNTY OF Pinellas

FILED
96 FEB 26 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, this day personally
appeared David G. Hunt, who, after being duly sworn, deposes and says
that the facts and matters contained above are true and correct and that
he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last
aforesaid this 22 day of February, 19 96



Notary Public

(SEAL)

My Commission Expires:

