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*Law Offices*  
RICK P. COWAN

POST OFFICE BOX 887

WINTER HAVEN, FLORIDA 33884-0887

QUALIFIED UNDER THE FLORIDA BAR  
DESIGNATION PLAN IN GENERAL PRACTICE

808 AVENUE A NW (SUITE 200)  
TELEPHONE (841) 884-8433  
FAX (841) 884-8384

EFFECTIVE DATE  
4/25/96

April 25, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800001807538  
-05/03/96--01076--018  
\*\*\*\*122.50 \*\*\*\*122.50

In Re: East Polk County Committee of 100, Inc.

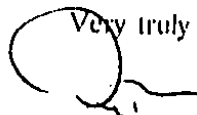
Gentlemen:

Enclosed herewith please find original and one copy of Articles of Incorporation and Designation of Resident Agent in connection with the above-referenced corporation, along with my check in the amount of \$122.50 for filing fees.

I would appreciate it if you would please file the Articles and return to me one certified copy of same, along with your Certificate.

Thanking you in advance for your usual kind, courteous and prompt cooperation,  
I am

Very truly yours,



Rex P. Cowan

RPC:mjg  
Enclosures

Melanie GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Principle office  
DATE 5/9/96  
DOC. EXAM. SAH

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

65 MAY -2 AM 9 53

FILED

SAH  
5/9/96

EFFECTIVE DATE  
4/25/96

ARTICLES OF INCORPORATION  
OF  
EAST POLK COUNTY COMMITTEE OF 100, INC.

FILED

96 MAY -2 PM 9 53

FILED  
CLERK  
TALLAHASSEE

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person competent to contract, do hereby associate themselves together for the purpose of forming a corporation not-for-profit, without capital stock, under the provisions of Chapter 617, Florida Statutes (1995).

ARTICLE I

NAME

The name of this corporation is EAST POLK COUNTY COMMITTEE OF 100, INC. [hereinafter, the "Corporation"]

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSES

The primary purposes for which this corporation is organized are to:

- a) Foster the economic development of East Polk County, Florida, and its environs.
- b) Promote and assist the growth and development of business concerns, including small business concerns in the East Polk County, Florida.
- c) Benefit the East Polk County, Florida community, as measured by increased employment, payroll, business volume, and corresponding factors.
- d) Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer and dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the corporation.
- e) Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3rds) of the Corporation's members, mortgage, pledge, convey by deed or trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

f) Participate in mergers and/or consolidations with other non-profit corporations organized for the same purposes, provided that any merger and/or consolidation shall have the assent by vote or written instrument by two-thirds (2/3rds) of the corporation's membership.

g) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter exercise-- so long as such activities are permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Code).

The Corporation is organized and shall be operated exclusively for the purposes set forth hereinabove. The activities of the Corporation shall be financed by voluntary membership dues and/or such other legally permissible sources of revenue as may, from time-to-time, become available. No part of any net earnings of the Corporation shall inure to the benefit of any member.

#### ARTICLE IV

##### MEMBERSHIP

###### *Section 1: Initial Membership*

The initial membership of the corporation shall consist of those persons who have signed these Articles of Incorporation as incorporators, together with all persons who are hereafter received or elected into membership as hereinafter provided.

###### *Section 2: Eligibility*

The membership of the Corporation shall be composed of individuals, corporations, institutions, community organizations, and/or business organizations who have evidenced concern and interest in its purposes and have also evidenced in their business, professional, or public occupations, or their activities in organizations related to the purpose of this Corporation, characteristics of leadership and dedication toward stimulating the economic development of East Polk County, Florida.

###### *Section 3: Election*

Eligible individuals, corporation, institutions, community organizations, or business organizations may become members at any annual, special or regular meeting of the Board

of Directors upon a two-thirds (2/3rds) favorable vote of those Directors present and voting at such meeting.

#### Section 4: *Removal*

Any member of the corporation may be removed from membership at any annual, special or regular meeting of the Board of Directors upon a two-thirds (2/3rds) vote of the Directors present and voting at such meeting.

### ARTICLE V

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation shall be 401 Avenue B, N.W., Winter Haven, Florida, 33881, and the name of the initial Registered Agent at that address shall be James C. Brantley. The principle office shall be the same as the registered office.

### ARTICLE VI

#### DIRECTORS

##### Section 1: *Initial Directors*

The Corporation shall have fifteen (15) Directors initially. The names and addresses of the initial Directors of the corporation are:

<u>Names</u>	<u>Addresses</u>
Tom Clark	12 Bridgewater Drive Winter Haven, Florida 33884
John H. Dame	325 S. Glencruiten Avenue Lake Alfred, FL 33850
Richard Dantzler	860 Lake Otis Drive, W. Winter Haven, FL 33880
Pat Esposito, Jr.	1325 Highway 27 N. Davenport, FL 33837
Bev Ferris	300 S. Washington Avenue, #57 Fort Meade, FL 33841
Ed Gardner	1296 Mirror Terrace, N.W. Winter Haven, FL 33881
Robert (Andy) Gordon, Jr.	358 E. Polk Avenue Lake Wales, FL 33853

Jerry Heyman	314 Kendall Drive, S.E. Winter Haven, Florida 33884
Ken Lippencott	404 Orange Blossom Drive Winter Haven, FL 33880
Ron Morrow	264 Lake Link Drive, SE Winter Haven, FL 33880
Joe Ben Oller	58 Harbour Estates Drive Winter Haven, FL 33884
Sylvia Partain	2635 Crystal Bench Road Winter Haven, FL 33880
Dennis Robinson	704 Green Pond Road Polk City, Florida 33868
Chuck Weeder	3318 Eagles Trace Winter Haven, FL 33884
Linda Weldon	855 Bay Avenue Eagle Lake, Florida 33839

#### Section 2: *Number*

The property, effects, actions and concerns of the Corporation shall be vested in a Board of Directors, the number of which may be increased or decreased from time-to-time pursuant to the By-Laws, but which shall never be less than five (5). The members of the Board shall, upon election, immediately enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

#### Section 3: *Election and Term*

At the annual meeting next held after the filing of these Articles of Incorporation, there shall be an election by ballot for fifteen (15) Directors of the Corporation, five (5) of whom shall be elected for a term of one year, five (5) of whom shall be elected for a term of two years, and five (5) of whom shall be elected for a term of three years. At each annual meeting thereafter, the number of the Directors equal to that of those whose terms have expired shall be elected for a term of three years. At the expiration of any term of three years, any Director may be re-elected.

### ARTICLE VII

#### OFFICERS

##### Section 1: *Officers*

The officers of the Corporation shall be a Chairman, one or more Vice-Chairmen, a Secretary/Treasurer, and such other officers as may be provided for in the By-Laws.

##### Section 2: *Initial Officers*

The names and addresses of the persons who are to serve as the initial officers of the Corporation until the first meeting of the Board of Directors are:

Richard Dantzler  
860 Lake Otis Drive, W.  
Winter Haven, FL 33880

Chairman

Chuck Weeder  
3318 Eagles Trace  
Winter Haven, FL 33884

Vice-Chairman

Ron Morrow  
264 Lake Link Drive, SE  
Winter Haven, FL 33880

Secretary/Treasurer

### Section 3: *Election*

The officers shall be selected at the annual meeting of the Board of Directors, or as provided by the By-Laws of the Corporation.

## ARTICLE VIII

### INCORPORATORS

The names and address of the incorporators executing these Articles are:

<u>Names</u>	<u>Addresses</u>
Richard Dantzler	860 Lake Otis Drive, W. Winter Haven, FL 33880
Chuck Weeder	3318 Eagles Trace Winter Haven, FL 33884
Ron Morrow	264 Lake Link Drive, SE Winter Haven, FL 33880

## ARTICLE IX

### BY-LAWS

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as named in these Articles. Thereafter, the By-Laws of the Corporation may be amended rescinded or replaced at any time by two-thirds (2/3rds) vote of the corporate membership present, or voting by proxy at any properly convened corporate meeting: provided that the notice of any meeting wherein such a vote is to be taken, shall include a text of the proposed amendment to the By-Laws and shall have been furnished by hand or United States Mail, Return Receipt Requested to each member of the Corporation at least twenty-one (21) days prior thereto.

## ARTICLE X

### AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles may be proposed by any member of the corporation. These Articles of Incorporation may be amended by a two-thirds (2/3rds) vote of those members of the Corporation present, or voting by proxy, at any meeting thereof; provided that notice of any meeting wherein such a vote is to be taken, shall include a text of the proposed amendment of the Articles and shall have been furnished either by hand or United States Mail, Return Receipt Requested, to each member of the Corporation at least twenty-one (21) days prior thereto.

## ARTICLE XI

### INDEMNIFICATION

The Corporation shall indemnify any officer or director of the Corporation, or any former officer or director of the Corporation, to the full extent permitted by the Florida General Corporations Act.

## ARTICLE XII

### CORPORATE ACTIVITY RESTRICTED TO NOT-FOR-PROFIT CHARACTER

Notwithstanding any provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by a corporation not-for-profit under the laws of the State of Florida, or which would cause it to lose its right to elect, under Section 501(c)(6) of the Internal Revenue Code of 1954 (or any corresponding provisions of any future United States Internal Revenue Law), to receive certain tax benefits in effect, permitting the exclusion of its exempt function from its gross income; nor shall any part of the net earnings of the Corporation be permitted to inure to the benefit of any member.

## ARTICLE XIII

### DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the purposes set forth in Article III hereinabove. In the event of dissolution or other termination of the

Corporation, no part of the property of the Corporation nor any of the proceeds thereof, shall be distributed to the members of the Corporation as such, but all such property and proceeds shall, subject to the discharge of all valid obligations of the Corporation, be distributed to an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or to the federal government or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation.

Richard Dantzler  
(Richard Dantzler, Incorporator)

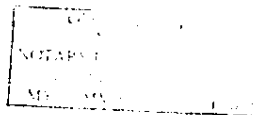
Chuck E. Weeder  
(Chuck Weeder, Incorporator)

Ron Morrow  
(Ron Morrow, Incorporator)

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 25<sup>th</sup> day of April, 1996 by Richard Dantzler, Chuck Weeder, and Ron Morrow, who are personally known to me.

Mary Gay Mijou  
Mary Gay Mijou  
NOTARY PUBLIC  
My Commission expires:





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

FILED  
96 MAY -2 11 9 53  
CLERK  
JULY 1996

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That EAST POLK COUNTY COMMITTEE OF 100, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in the City of Winter Haven, State of Florida, has named JAMES C. BRANTLEY, located at 401 Avenue B, N.W., Winter Haven, Florida 33881, as its Agent to accept service of process within Florida.

DATED this 25<sup>th</sup> day of April, 1996.

EAST POLK COUNTY  
COMMITTEE OF 100, INC.

By: Richard D. Dantz

Title: Chairman

Date: 25 April 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby 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.

DATED this 25<sup>th</sup> day of April, 1996.

James C. Brantley  
James C. Brantley, Registered Agent