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FRANK E. MALONEY, JR., P.A.

5 WEST MACLENNY AVENUE
MACLENNY, FLORIDA 32061

TELEPHONE 904/259-1155

JACKSONVILLE (TOLL FREE)
266-4931

August 15, 1996

State of Florida
Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399

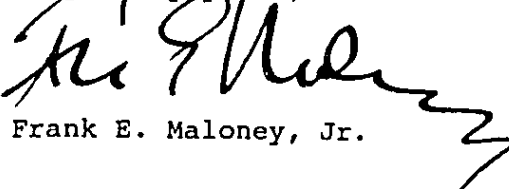
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Re: Baker County Quarter Back Club, Inc.
Articles of Incorporation

Dear Madam or Sir:

Enclosed please find the original and one copy of the Articles of Incorporation on the above named corporation, along with my account check in the amount of \$122.50. Please file these accordingly with your records. Thanking you in advance for your time and assistance on this matter.

Very truly yours,



Frank E. Maloney, Jr.

FEMJr/slr
Enclosures.
cc: Baker County Quarter Back Club, Inc.

FILED
AUG 19 1996
JACKSONVILLE
FLORIDA

8-20-96
JR

ARTICLES OF INCORPORATION

OF

BAKER COUNTY QUARTER BACK CLUB, INC.

FILED
26 AUG 19 21 3:55
1971
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

THE UNDERSIGNED, acting as incorporators of this Non-profit Corporation, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is BAKER COUNTY QUARTER BACK CLUB, INC., whose principal street address and office is One Wildcat Drive, Glen St. Mary, Florida 32040.

ARTICLE II.

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the date of filing.

ARTICLE III.

As stated above, this is a Non-profit Corporation, organized solely to promote athletics in Baker County, Florida, department pursuant to the *Florida Corporation Not for Profit Law set forth in §617.013 of the Florida Statutes.*

ARTICLE IV.

The specific and primary purposes for which this corporation is formed are:

a) To promote athletics in Baker County, Florida, with emphasis on football;

b) To work with Baker County School Board, the BCBS Administration, and all interested groups, to build a better athletic program at Baker County High School, through our financial and moral support;

c) To promote good fellowship and foster good sportsmanship;

d) To encourage a proper school and community spirit among our people;

e) For such volunteer charitable and educational purposes as will qualify it as an exempt organization under §501(c)(3) of the *Internal Revenue Code of 1954*, as amended, or under any corresponding provision of any subsequent federal tax laws, covering the distribution to organizations qualified as tax exempt organization under the *Internal Revenue Code*, including private foundations and private operating foundations.

f) Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code of 1986*, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction, in the county in which the principal office of the organization is then located exclusively for such purpose.

ARTICLE V

A. MEMBERSHIP CLASSIFICATIONS: Annual Membership-Membership in the Baker County Quarterback Club shall be on an annual basis.

B. MEMBERSHIP ELIGIBILITY: Membership in the club shall be open to all adults who have paid the annual dues, as determined by the Board of Directors and approved by the membership, so long as the provisions contained in Article III are adhered to.

C. CLASSIFICATION AND DUES: The following membership classifications shall be established by the Board of Directors, and as approved by the membership of this club:

(1) Family Membership

D. OFFICERS: BOARD OF DIRECTORS AND TERMS OF OFFICE:

1. OFFICERS/EXECUTIVE COMMITTEE: The officers of the Baker County Quarterback Club shall be: President, Vice President, Secretary, Treasurer, Sergeant-At-Arms, and Immediate past president, and shall constitute the executive committee of this club.

2. BOARD OF DIRECTORS: The Board of Directors of the Baker County Quarterback Club shall consist of: The BCHS Head Football Coach, BCHS Principal, the BCHS Athletic Director and the Executive Committee.

3. TERM OF OFFICE: Terms of office of all officers shall be for one (1) year. The BCHS Head Football Coach and BCHS Principal shall retain board seats so long as employed in their respective positions.

ARTICLE VI.

The street address and city of the initial registered office of the corporation is: Baker County High School, One Wildcat Drive, Glen St. Mary, Florida 32040, and the name of its initial registered Agent is: Frank E. Maloney, Jr., 5 West Macclenny Avenue, Macclenny, Florida, who has signed the appropriate Acceptance which is attached hereto.

ARTICLE VII.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors shall consist of not less than seven.

Name	Address
GEORGE DEAN	One Wildcat Drive Glen St. Mary, FL 32040
GLENN MCKENDREE	One Wildcat Drive Glen St. Mary, FL 32040
ROBERT HARRISON	One Wildcat Drive Glen St. Mary, FL 32040

ARTICLE VIII.

The Board of Directors shall be duly elected as set forth in the By-laws.

ARTICLE IX.

This corporation is organized under a non-stock basis.

ARTICLE X.

These Articles of Incorporation may be amended by the Board of Directors of said corporation at any regular meeting of said corporation or at any called meeting held for that purpose, providing the proposed amendment or amendments have been first pre-submitted to the Board beforehand.

ARTICLE XI.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE XII.

The qualifications and manner for participation shall be set forth in the corporate By-laws.

ARTICLE XIII.

The name and address of each incorporator is:

Name:

Address:

GEORGE DEAN

One Wildcat Drive
Glen St. Mary, FL 32040

GLENN MCKENDREE

One Wildcat Drive
Glen St. Mary, FL 32040

ROBERT HARRISON

One Wildcat Drive
Glen St. Mary, FL 32040

IN WITNESS WHEREOF, the undersigned, being the incorporators
of this corporation, have executed these Articles of Incorporation
this 12th day of August, A.D. 1996.

Glenn McKendree (SEAL)

Robert D. Hann (SEAL)

Ray R. Dean (SEAL)

Stanley McDonald (SEAL)

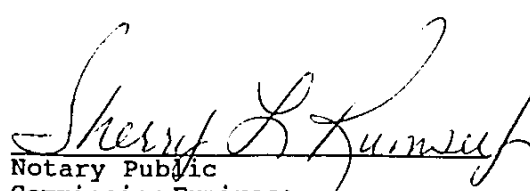
ACCEPTANCE OF REGISTERED AGENT

HAVING been named to accept service of process for the above named corporation at a place designed in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


REGISTERED AGENT

STATE OF FLORIDA)
: s.s.
COUNTY OF BAKER)

THE FOREGOING INSTRUMENT was acknowledged before me this 12th day of August, A. D. 1996, by Frank E. Maloney, Jr., who is personally known to me and who did not take an oath.


Notary Public
Commission Expires: _____

