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LAW OFFICES
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J. Ben Watkins
Jan J. Hevier
Douglas W. Gaidry

Carrabelle Office:
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Post Office Drawer 1335
Carrabelle, Florida 32322-1335
Telephone: (904) 697-4000

Steve M. Watkins, III

October 11, 1996

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Doris McDuffie, Supervisor
New Filing Section
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of Willoughby R. Marks American Legion Post 106, Inc.

Dear Ms. McDuffie:

Pursuant to our telephone conference, I am expressing to you the enclosed Articles of Incorporation for Willoughby R. Marks American Legion Post 106, Inc., along with our check for \$70.00, asking your help in filing these Articles as quickly as possible so that we can take title to real property in the Corporation early next week.

If there are any problems or if you need any additional information, please call me collect. I will be grateful if you will call us collect with the charter number as soon as it is assigned.

Thank you for your kind assistance in this matter.

Best regards,

Sincerely,

LAW OFFICES OF BEN WATKINS

Douglas W. Gaidry

DWG/tm

Enclosure

cc: File

Dmc
10/15/96

FILED
96 OCT 14 AM 9:24
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILLOUGHBY R. MARKS AMERICAN LEGION POST 106, INC.

FILED
96 OCT 14 AM 9:24
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of this corporation shall be WILLOUGHBY R. MARKS AMERICAN LEGION POST 106, INC.

The street address of the principal place of business of this corporation shall be 801 U.S. Highway 98, Apalachicola, Florida 32320, and the mailing address shall be P.O. Box 82, Apalachicola, Florida 32329.

ARTICLE II

This corporation shall exist perpetually, unless dissolved according to law.

ARTICLE III

The purpose for which the corporation is organized is to promote the principles and policies as set forth in the following preamble and in the national and departmental constitutions of the American Legion:

PREAMBLE

For God and country, we associate ourselves together for the following purposes: To uphold and defend the Constitution of the United States of America; to maintain law and order; to foster and perpetuate a one hundred percent Americanism; to preserve the memories and incidents of our association in the great war; to inculcate a sense of individual obligation to the community, state, and nation; to combat the autocracy of both the classes and masses; to make right the master of might; to promote peace and good will on earth; to safeguard and transmit to posterity the principles of justice, freedom and democracy; to consecrate and sanctify our comradeship by our devotion to mutual helpfulness.

ARTICLE IV

The qualifications for members and the manner of their admission are:

1. Eligibility to membership in this Post shall be as prescribed by the national Constitution of The American Legion.
2. Application for membership shall be made in writing under such regulations as may from time to time be prescribed by the Post Executive Committee.
3. All applications for membership shall be acted upon at the next Post meeting following the making of such application, and shall at such meeting, be accepted, rejected or referred for further investigation and consideration. If two-thirds or more members cast their vote against the acceptance of said application, then such application shall be

recorded as rejected. A rejected application shall not again be considered until after the expiration of six months from the date of such rejection.

4. Any member of this Post may be expelled for cause by a two-thirds vote of the Executive Committee after charges are preferred under oath in writing, and a fair trial had upon the same. Before proceeding under this provision, the Post should make inquiry as to whether the Department Constitution and By-Laws have provided a different procedure that should be followed.

5. A member who has been expelled or suspended from this Post for any cause may be reinstated to membership by a two-thirds vote of the membership present in Post meeting; provided, however, that such member shall make payment of any arrears in such member's dues at the time of the expulsion or suspension, and also other regular dues which have been payable in the interval between such member's expulsion or suspension and such member's reinstatement.

6. No person who has been expelled by a Post shall be admitted to membership in another Post, without the consent of the expelling Post, except that where such consent has been asked for and denied by such Post, such person may then appeal to the State Executive Committee of the department of the expelling Post for permission to apply for membership in another Post, and shall be ineligible for membership until such permission is granted.

ARTICLE V

The number constituting the initial Board of Directors of the corporation shall be eight and they shall be elected to office by the incorporator at the organizational meeting. Thereafter, they shall be elected as stated in the corporation's by-laws.

ARTICLE VI

This corporation is organized under a non-stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or Federal, State, or Local Government for exclusive public purpose.

ARTICLE VIII

The name and address of the incorporator is Douglas W. Gaidry, 41 Commerce Street, Apalachicola, Florida 32320.

ARTICLE IX

Each director and officer of the corporation shall be indemnified by the corporation against all costs and expenses, including attorney fees and amounts paid in settlement, to also include any advanced cost necessary by way of an attorney fee retainer, reasonably incurred in connection with any action, suit, civil proceeding, criminal proceeding, administrative proceeding, or investigative proceeding to which the officer or director is, or may be made, a party by reason of any act or failure to act by the officer or director, in his or her capacity as an officer or director of the corporation, unless the officer or director has been guilty of gross negligence or willful misconduct in performance of

duties. The determination of whether an officer or director has been guilty of gross negligence or willful misconduct may be made by final adjudication or opinion of independent counsel. The right of indemnification shall be in addition to any other rights that an officer or director may be entitled to as a matter of law or agreement.

ARTICLE X


The corporation may purchase directors' and officers' liability insurance on behalf of its officers and directors. This insurance may be used to protect the officer and director by virtue of the above Article concerning indemnification of officers and directors.

ARTICLE XI

These Article may be amended at any regular Post meeting by a vote of two-thirds of the members of the Post attending such regular meeting; provided, that the proposed amendment shall have been submitted in writing and read at the next preceding regular Post meeting; and provided, that written notice shall have been given to all members at least ten days in advance of the date when such amendment is to be voted upon, notifying said members that at such meeting a proposal to amend the Articles is to be voted upon.

ARTICLE XII

The street address of the corporation's initial registered office is 41 Commerce Street, and the name of its initial registered agent at that address is Douglas W. Gaidry.

 **IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 1st day of October, 1996.

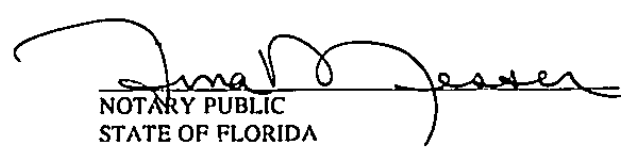

DOUGLAS W. GAIDRY

STATE OF FLORIDA

COUNTY OF FRANKLIN

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Douglas W. Gaidry, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of October, 1996.


NOTARY PUBLIC
STATE OF FLORIDA



CERTIFICATE OF DESIGNATION AND REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, American Legion Post 106, Inc., organized under the laws of the State of Florida has named Douglas W. Galdry as its registered agent at the registered office of 41 Commerce Street, Apalachicola, Florida 32320.

ACKNOWLEDGEMENT

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.


DOUGLAS W. Galdry