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November 4, 1997

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

Re: Flemington Area Recreational Group, Inc.

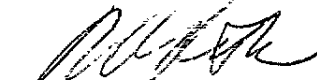
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation of the captioned corporation which I ask that you approve and file.

Also enclosed is a check to your order in the sum of \$122.50 representing the statutory filing fee, costs of certifying one copy of the Articles, the filing tax, and certificate of resident agent.

Would you kindly certify the enclosed copy and return it to me.

Very truly yours,



Theresa A. Reth

TAR:pab
enclosure
cc: Flemington Area Recreational Group, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

11-7-97
WS

ARTICLES OF INCORPORATION
OF
FLEMINGTON AREA RECREATIONAL GROUP, INC.

The undersigned subscribers, natural persons competent to contract, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Chapter 617, Statutes of the State of Florida, and section 501(C)(3) of the Internal Revenue Code of 1986, as amended, adopt the following Articles of Incorporation:

ARTICLE I.

Name

1.1) Name. The name of the Corporation is FLEMINGTON RECREATIONAL GROUP, INC..

ARTICLE 2.

Purposes and Powers

2.1) Purposes. The purposes for which the Corporation is organized are as follows:

(a) The corporation is organized exclusively for the provision of educational, charitable and recreational services.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in this Article 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise

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attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2.2) Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise all the powers specified in the Statutes of the State of Florida.

ARTICLE 3.

Members

3.1) Qualifications. The members of the Corporation shall be the Directors serving on the Board of Directors of the Corporation.

ARTICLE 4.

Officers

4.1) Positions. The officers of this Corporation shall be a President, President-Elect, Vice President, First Vice President, Second Vice President, Treasurer, and Secretary.

4.2) Term. Each officer shall serve for one (1) year and until their successor has been chosen and qualified pursuant to the By-Laws and these Articles, with the exception of Treasurer, whom shall serve for three (3) years.

ARTICLE 5.

Period of Duration

5.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 6.

Address

6.1) Address. The initial address of the Corporation in the State of Florida is 8341 W. Hwy. 318, Reddick, Florida 32686. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE 7.

Data Respecting Directors

7.1) Initial Board of Directors. The initial Board of Directors shall consist of twelve persons, who need not be resident(s) of the State of Florida. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2) Name and Address. The name and address of the members of the initial Board of Directors, who shall serve until their successors shall have been elected and qualified, are:

gfs George E. Smith, 8341 W. Hwy. 318
Reddick, Florida 32686

Freddie Garmon, 10021 W. Hwy. 318
Reddick Florida 32686

KB Kenneth Brown, 5350 N.W. 3rd Street
Ocala Florida 32681

MS Murrvin Sheppard 10396 N.W. 193rd
Micanopy Florida 32667

W Demetris Wilson, 24 N.E. 47th Terrace
Gainesville Florida 32641

JR Jacki Robinson, 8713 N.W. 181 Place
Reddick Florida 32686

BR Betty Riggins, P. O. Box 276
Lowell, Florida 32663

SG Stephanie Gunter 12498 W.C.R. 318
Williston Florida 32696

AS Adrian D. Smith, 8351 W. Hwy. 318
Reddick, FL 32686

JS John Gordon, 12498 W.C.R 318
Williston Florida 32696

SH Steve Henning, 601 S.E. 25th Avenue
Ocala Florida 34471

RL Ron Love, ~~13050 W.~~ 13050 W. Hwy. 318
Williston Florida 32696

7.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than five (5).

7.4) Term. The term of office of each Director shall be as specified in the By-Laws, and until a successor has been chosen and qualified as prescribed in the By-Laws and these Articles.

ARTICLE 8.

Subscriber

8.1) Subscriber. The names and addresses of the subscribers to these Articles of Incorporation are:

MS George E. Smith, 8341 W. Hwy. 318
Reddick Florida 32686

MS Freddie Garmon, 10021 W. Hwy. 318
Reddick Florida 32686

MS Kenneth Brown 5350 N.W. 3rd Street
Ocala, Florida 32681

MS Murrvin Sheppard 10396 N.W. 193rd
Micanopy, FL 32667

ARTICLE 9.

Provision for Regulation of the Internal
Affairs of the Corporation

9.1) Meetings of the Board of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

9.2) By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend, alter or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 617 of the Florida Statutes, Section 501(c) (3) of the Internal Revenue Code, or other law, or these Articles of Incorporation.

ARTICLE 10.

Amendments

10.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable statute of the State of Florida, provided such amendment is not inconsistent with the provisions of Chapter 617, of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code, or other law.

ARTICLE 11.

Designation of Registered Agent

11.1) Registered Agent. The Registered Agent of the Corporation and his address, until proper notification of change thereof is given to the Secretary of State of the State of Florida, shall be George E. Smith , and the address of its initial Registered Office shall be 8341 W. Hwy. 318, Reddick Florida 32686.

ARTICLE 12.

Indemnification

12.1) The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE 13.

Dissolution

13.1) In the event of dissolution of the Corporation, and after making provision for payment of all liabilities of the

Corporation, the assets of the Corporation shall be distributed to a not-for-profit organization with the same or similar purposes as this Corporation which complies with one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

IN WITNESS WHEREOF, George E. Smith, Freddie Garmon, Kenneth Brown, and Murrvin Sheppard, the undersigned, have, executed this Articles of Incorporation for the uses and purposes herein stated.

George E. Smith
George E. Smith

SS: 261-42-0260

Freddie Garmon
Freddie Garmon

SS: 265-98-5950

Kenneth A. Brown
Kenneth Brown

SS: 264-47-5574

Murrvin Sheppard
Murrvin Sheppard

SS: 265-06-6938

STATE OF FLORIDA

COUNTY OF MARION

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared George E. Smith, Freddie Garmon, Kenneth Brown and Murrvin Sheppard, to me known to be the persons described as Subscribers in and who produced Personally Known as identification, executed the foregoing Articles of Incorporation, and have acknowledge before me

.that have subscribed to these Articles of Incorporation and who [
] did [] did not take an oath.

WITNESS my hand and official seal this 3rd day of November
1997.

Sarah K. Thomas

Notary Public, State of Florida

(Seal)

My commission expires:



Sarah K. Thomas
MY COMMISSION # CC659043 EXPIRES
July 11, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE

I hereby accept appointment as Registered Agent of the above-named Corporation, and agree to serve as such until my successor shall have been named by the Directors of the Corporation and the proper department of the State of Florida notified thereof.

George E. Smith
George E. Smith

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