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COST LIMIT : \$ PPD

ORDER DATE : December 18, 1997

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ORDER NO. : 641141-005

CUSTOMER NO: 1299A

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CUSTOMER: Mr. Scott Lowrey
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32501

DOMESTIC FILING

EFFECTIVE DATE

1-1-98

NAME: CIVIL WAR SOLDIERS MUSEUM
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
97 DEC 18 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC 18 PM 12:19
DIVISION OF CORPORATION

Dmc 12/18/97

**ARTICLES OF INCORPORATION OF
THE CIVIL WAR SOLDIERS MUSEUM FOUNDATION, INC
A CORPORATION NOT FOR PROFIT**

FILED

97 DEC 18 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individual, desiring to form a corporation for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE I - NAME AND PRINCIPAL OFFICE

1-1-98

The name of the corporation is The Civil War Soldiers Museum Foundation, Inc. The street address and mailing address of the initial principal office of the corporation is 108 South Palafox Street, Pensacola, Florida 32501.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended. The corporation shall be specifically authorized to pursue its educational purposes by directly operating or establishing, or directly or indirectly supporting the establishment of the operation of museums, exhibits, and programs to educate the general public concerning American history and The Civil War. It is specifically intended that the

corporation be permitted to engage in the active conduct of activities constituting the educational and charitable purposes for which it is organized including the acquisition of artifacts, equipment, fixtures, and facilities to operate a museum or the acquisition of artifacts to be made available for display by other educational organizations. Provided, however, such activities must be consistent with the charitable purposes of the corporation and must be in accordance with the other provisions of these articles and the bylaws of the corporation.

(b) No part of the net earnings of the corporation shall inure to the benefit of any trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no trustee or 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942

of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

This corporation shall have no members.

**ARTICLE IV - TERM OF EXISTENCE AND
COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall have perpetual existence. The date for commencement of this corporation's existence shall January 1, 1998.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

Norman W. Haines, Jr.
4591 Canopy Road
Pensacola, FL 32504

ARTICLE VI - OFFICERS

The corporation shall have officers consisting of a President, Vice President, Secretary/Treasurer, and such other officers as the Board of Trustees of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees.

The names of the officers who are to manage all affairs of this corporation until the first election are:

President:	Norman W. Haines, Jr.
Vice President:	Susan B. Haines
Secretary/Treasurer:	Susan B. Haines

ARTICLE VII - BOARD OF TRUSTEES

The affairs of this corporation not for profit shall be managed by a Board of Trustees. The trustees shall be elected at the annual meeting of the corporation with the method of election as stated in the Bylaws of the corporation. The trustees shall have full power to elect trustees to fill vacancies in office, or to fill the office of any trustee who may resign, die, become disabled, or refuse to act. The majority vote of the trustees present at a meeting at which there is a quorum shall be sufficient for the taking of any action within the power of the corporation, except as otherwise provided in these Articles of Incorporation, the corporate Bylaws or by law.

This corporation shall have three (3) trustees initially. The number of trustees may be either increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the initial trustees of this corporation are:

Norman W. Haines, Jr.
4591 Canopy Road
Pensacola, FL 32504

Susan B. Haines
4591 Canopy Road
Pensacola, FL 32504

Bill Greenhut
4445 D'Evereux Drive
Pensacola, FL 32503

ARTICLE VII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the

trustees and officers of the corporation are subject to this reservation.

ARTICLE VIII - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the Board of Trustees in the manner set forth in the Bylaws of the corporation.

ARTICLE IX - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.


No trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 108 South Palafox Street. The name of the registered agent of this corporation at that address shall be Norman W. Haines, Jr.

IN WITNESS WHEREOF, I, the undersigned incorporator of The Civil War Soldiers Museum Foundation, Inc. have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.


INCORPORATOR



NORMAN W. HAINES, JR.
DATE: 12/15/97, 1997

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of The Civil War Soldiers Museum Foundation, Inc. I am familiar with and accept the duties and obligations of such designation.



NORMAN W. HAINES, JR.