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OF COUNSEL
E. CLINCH KAVANAUGH

January 26, 1998

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*****70.00 *****70.00

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

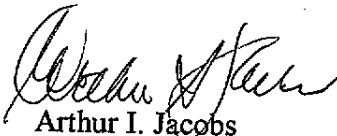
Re: BIG TEN HUNTING AND FINSHING CLUB, INC., a Non-Profit Corporation

Dear Sir:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check for the filing of same.

Please file the original of the enclosed Articles of Incorporation and return a stamped copy to the undersigned.

Sincerely yours,


Arthur I. Jacobs

AJJ/bs

Enclosures

Dmc
1-30-98

FILED
98 JAN 29 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BIG TEN HUNTING AND FISHING CLUB, INC.
A Non-Profit Corporation

FILED

98 JAN 29 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a non-profit corporation under the provisions of Florida Statutes, Chapter 617, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

Name

The name of this Corporation (hereinafter called the "Association") shall be:

BIG TEN HUNTING AND FISHING CLUB, INC.

ARTICLE II.

Term of Existence

The duration of this association shall be perpetual.

ARTICLE III.

Initial Address

The initial address of the principal office of the Association is

BIG TEN HUNTING AND FISHING CLUB, INC.
1343 North Fletcher Avenue
Fernandina Beach, Florida 32034

ARTICLE IV.

Purposes

The general nature of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to promote interest and fellowship in the sports of hunting and fishing and to provide accommodations and facilities there for the use and the entertainment of its members. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall have all of the general authority and powers conferred by the laws of the State of Florida subject to these Articles of Incorporation and by-laws to be adopted to do all things necessary, suitable and proper for the accomplishment of the above purposes and any one or more of them.

ARTICLE VI.

Management of Corporate Affairs

(a) **Membership.** The membership of the corporation shall at all times be limited to ten (10) members with equal voting rights. Each member shall be entitled to name one associate member who shall be entitled to be active in meetings and cast votes in all matters except those pertaining to corporation real estate. Each member shall be entitled to one vote. Individual membership may be assigned upon approval of the designated assignee by the majority of the members of the corporation and upon payment of \$100.00 initiation fee. All members shall pay annual dues as outlined in the Bylaws and must agree to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership

(b) **Board Of Directors.** The business of this corporation shall be managed by the Board of Directors. The Board of Directors of this corporation shall consist of all of the membership of the corporation of which three directors shall be officers.

The names and addresses of such initial members of the Board of Directors who are to serve as members of the Board of Directors until their successors are elected or appointed as provided in the by-laws are:

<u>NAME</u>	<u>ADDRESS</u>
Richard Butler	1700 Barnesmill Road Marietta, Georgia 30062
Kenneth Fields	Post Office Box 1934 Sanford, Florida 32771
Brian Blocker	1580 S. Tropical Trail Merritt Island, Florida 32952
James (Jake) Herrlein	1306 N. Hugh Street Tahlequah, Ok. 74464
Lamar Corley	1343 North Fletcher Avenue Fernandina Beach, Florida 32034
Jefferson Montgomery	634 Ololu Drive Winter Park, Florida 32789
Karen Corley	970 Lemon Bluff Road Osteen, Florida 32764
Alan Daniel	4002 Broad Street Brooksville, Florida 34609

(c) **Corporate Officers.** The initial officers of the corporation shall be President, Vice President, Secretary/Treasurer and such other officers as may be provided in the by-laws. The names of the persons who are to serve as officers of the corporation who shall hold office until successors are elected or appointed are:

<u>NAME & OFFICE</u>	<u>ADDRESS</u>
Lamar Corley President	1343 North Fletcher Avenue Fernandina Beach, Florida 32034
Alan Daniel Vice President	4002 Broad Street Brooksville, Florida 34609
Kenneth Fields Secretary/Treasurer	P. O. Box 1934 Sanford, Florida 32771

In the event of a vacancy, a successor shall be appointed by the Board of Directors at any regular or special meeting, a quorum being present, by majority vote of those present.

ARTICLE VI.

Earnings & Activities of Corporation

(a) 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 Article IV hereof.

ARTICLE VII.

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 50, of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII.

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

NAME

ADDRESS

Lamar Corley

1343 North Fletcher Ave.
Fernandina Beach, Florida 32034

ARTICLE IX.

BY-LAWS

The conduct of the business and affairs of this corporation shall be governed by these articles and by-laws. The by-laws of this corporation shall be such by-laws as the Board of Directors of this corporation shall adopt from time to time.

ARTICLE X.

Registered Agent and Office

The address of the corporation's registered agent is

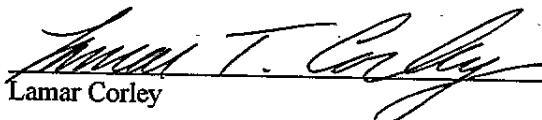
Lamar Corley
1343 North Fletcher Ave.
Fernandina Beach, Florida 32034

ARTICLE XI.

Amendments to Articles

Amendments to these Articles of Incorporation may be by resolution of the Board of Directors at any regular or special meeting, a quorum being present, by unanimous vote of directors being present.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal this 16th day of January, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein are true.


Lamar Corley

STATE OF FLORIDA
COUNTY OF NASSAU

Before me, personally appeared this day Lamar Corley, Party to the foregoing Articles of Incorporation, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that they made, subscribed and acknowledged the foregoing as his voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal in Nassau County, Florida, this 16th day of January, 1998.

Brenda G. Stivers
Notary Public

My Commission Expires:



Brenda G. Stivers
MY COMMISSION # CC512618 EXPIRES
February 28, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED

98 JAN 29 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

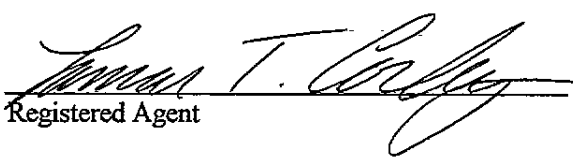
BIG TEN HUNTING AND FISHING CLUB, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Nassau County, Florida, has named LAMAR CORLEY as its registered agent to accept service of process within this state, who is located at the following registered office:

LAMAR CORLEY
1343 North Fletcher Avenue
Fernandina Beach, Florida 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.


Registered Agent