

LAW OFFICES OF
ARLENE B. HUBER

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PALATKA, FLORIDA 32177

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Also admitted in Ohio

N98000002163
April 8, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-04/13/98--01043--004
****122.50 ****122.50

Re: PALATKA RIVERBOAT, INC.

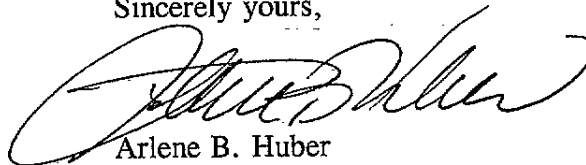
Ladies/Gentlemen:

Enclosed for filing with the Department of State are Articles of Incorporation of Palatka Riverboat, Inc. (a corporation not for profit) to which is attached the Designation of Registered Agent. Also enclosed is my client trust fund check in the amount of \$122.50 to cover your filing fee.

Please file the enclosed Articles and return a certified copy to me.

Thank you for your courtesy in this matter.

Sincerely yours,


Arlene B. Huber

ABH:em

Enclosures

cc: Edward E. Hedstrom, Esq. w/cc Articles
Debbie Banks, Manager, Palatka Main Street
Mary Lawson Brown, Vice-Chair, City Commission,
City of Palatka

FILED
98 APR 13 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 4-15-98

ARTICLES OF INCORPORATION

OF

PALATKA RIVERBOAT, INC.
(a corporation not for profit)

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98 APR 13 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, with other persons being desirous of forming a corporation for charitable civic, and educational purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Corporate Name

The name of this corporation is **PALATKA RIVERBOAT, INC.**

ARTICLE II

Initial Principal Office

The initial street address and mailing address of the initial principal office is: 201 North 2nd Street, Palatka, FL 32177.

ARTICLE III

Purposes

This is a non-profit corporation organized exclusively for public civic, charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code and for any lawful purpose not for pecuniary profit pursuant to Florida Corporations Not For Profit law set forth in Section 617 of the Florida Statutes.

In addition, this corporation will implement initiatives that will provide employment opportunities and/or employment training for those who have been unemployed, under-employed or unemployable.

The corporation will promote and assist in the growth and development of business concerns, including small business concerns in connection with training and employment afforded by the operation of riverboats. Specifically, this nonprofit corporation is organized to acquire, manage and operate riverboats that will be moored in the City of Palatka.

One of the vessels shall be used for the following purposes:

1. Floating convention site;
2. Afloat classrooms to teach marine or ecological subjects (courses);
3. Floating site for reunions, weddings and/or trade exhibitions;
4. Public cruises; private cruises;
5. Floating nature-based ecological tours; and
6. Recreational outings for specially challenged groups, i.e. aged, handicapped, et al;

The objectives include, but are not necessarily limited to the following:

1. Financial support to the further development of the riverfront and the facilities therein.
2. The employment of residents of Putnam County in the operation, managing, and marketing of the riverboat and its economic activities.
3. Creation of scholarships that will provide trained personnel for the following trades or industries; culinary arts and hospitality; tourist guides; office operation and management; marine sciences; electricians, carpenters, plumbers, etc., and arts.

ARTICLE IV

Duration

This corporation shall exist perpetually from the date it is filed with the Department of State, unless sooner dissolved by law.

ARTICLE V

Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be elected as set forth in the Bylaws of the corporation and pursuant to Florida law, Chapter 617, F.S. and Section 290.033(2) F.S. respecting Community Development Corporations or "CDC's". The initial number of directors of this corporation shall be three (3); provided, however, that such number may be changed by a majority vote of the membership. The directors hereinafter named shall hold office until the first annual meeting. The names and addresses of such initial directors are as follows:

<u>Name</u>	<u>Address</u>
John R. Henley	P. O. Box 374 Bostwick, FL 32007
Mary Lawson Brown	109 South 9th Street Palatka, FL 32177
Allegra Kitchens	1027 South 12th Street Palatka, FL 32177-6001

At the first annual meeting, a slate of directors will be elected pursuant to requirements for a CDC. Membership of Palatka Riverboat, Inc. shall be open to all defined Service Area

residents 18 years of age or older with no restrictions, including membership fees or dues. A majority of the corporation's Board members must be elected by those members of the corporation who are Service Area residents. At least one Board member must be appointed by the Governor.

Elections and membership availability must be adequately publicized in a locally-circulated newspaper and other chosen means of media or public advertisements within the Service Area.

ARTICLE VI

Resident Agent and Office

The street address of the initial registered office is 201 North 2nd Street, Palatka, FL 32177, and the name of the initial registered agent at such address is Allen R. Bush.

ARTICLE VII

Membership

The Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions as may be provided from time to time in the Bylaws of the corporation; provided, however, that criteria for membership described in Article V respecting Community Development Corporations (CDC's) shall be determinative.

ARTICLE VIII

Amendment of Bylaws

By-Laws of this corporation may be made, altered, rescinded or added to by a majority vote of the Board of Directors.

ARTICLE IX

Amendment of Articles

Amendments to these Articles of Incorporation may be made by a majority vote of the membership entitled to vote thereon at any duly-called membership meeting of the corporation.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational, charitable, and civic purposes as set forth above, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI

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, 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 in Article III hereof.

(b) 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE XII

Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees 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 XIII

Subscribers

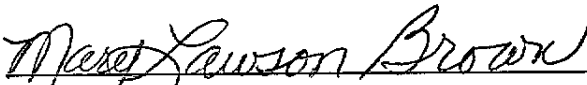
The names and residence addresses of the Subscribers of this corporation are as follows:


<u>Name</u>	<u>Address</u>
Deborah J. Banks	Route 3 Box 3200 Palatka, FL 32177
Mary Lawson Brown	109 South 9th Street Palatka, FL 32177
Constantine Foltis	Route 2 Box 2928 Palatka, FL 32177
John R. Henley	P. O. Box 374 Bostwick, FL 32007
Arlene B. Huber	119 1/2 North 4th Street Palatka, FL 32177
Allegra Kitchens	1027 South 12th Street Palatka, FL 32177-6001
Bertha F. Scoggins	312 Dodge Street Palatka, FL 32177 P. O. Box 2472 Palatka, FL 32178
Clinton R. Snyder, Jr.	7300 Crill Avenue Palatka, FL 32177
Boyd Thompson	1220 Kirby Street Palatka, FL 32177

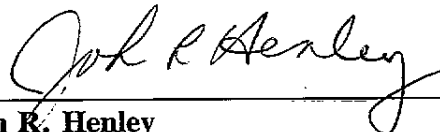
WE, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have

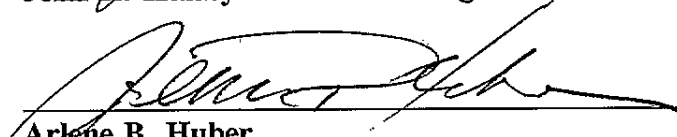
executed these Articles of Incorporation this 2nd day of April, 1998.


Deborah J. Banks


Mary Lawson Brown

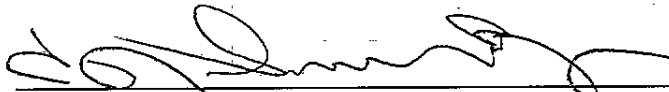

Constantine Foltis

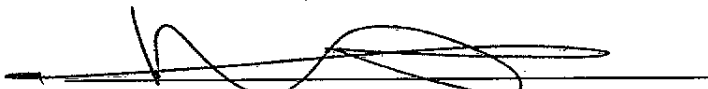

John R. Henley


Arlene B. Huber


Allegra Kitchens


Bertha F. Scoggins


Clinton R. Snyder, Jr.


Boyd Thompson

STATE OF FLORIDA

COUNTY OF PUTNAM

Before me, the undersigned authority, personally appeared **Deborah J. Banks, Mary Lawson Brown, Constantine Foltis, John R. Henley, Arlene B. Huber, Allegra Kitchens, Bertha F. Scoggins, Clinton R. Snyder, Jr., and Boyd Thompson**, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of April, 1998.



Notary Public, State of Florida at Large

My Commission Expires:



JUDY T. MAY
Notary Public, State of Florida
My Comm. Exp. April 10, 1998
Comm. No. CC 362973

**CERTIFICATE DESIGNATION AGENT UPON WHOM PROCESS MAY BE SERVED
AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA**

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

PALATKA RIVERBOAT, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at Palatka, County of Putnam and State of Florida, has named **Allen R. Bush** as its registered agent to accept service of process within this state, who is located at **201 North 2nd Street, Palatka, FL 32177**.

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 sections relative to keeping open the registered office.



Allen R. Bush, Registered Agent

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98 APR 13 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA