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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: HARRISON, SALE, MCCLOY,
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DEPARTMENT OF STATE 304 MAGNOLIA AVENUE
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TALLAHASSEE FLORIDA

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4/28/98

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ARTICLES OF INCORPORATION
OF
ADVOCATES OF BAY COUNTY BOOT CAMP, INC.
A Florida Not-for-Profit Corporation

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form(s) a corporation, not for profit, under the laws of the State of Florida; and further agree(s) to the following conditions of said corporation.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is ADVOCATES OF BAY COUNTY BOOT CAMP, INC., with its principal place of business at 456 E. 11th Street, Panama City, Florida 32401.

ARTICLE II
COMMENCEMENT OF CORPORATION EXISTENCE

The corporation shall commence corporate existence immediately upon filing of these Articles and acceptance by the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES

The specific and primary purpose for which this corporation is formed:

A. The specific and exclusive purpose of this corporation is to advocate for the Bay County Boot Camp or any subsequent organization with a similar purpose to donate funds to the Boot Camp for its operation and to ensure its continued existence and to operate in a manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV
BOARD OF DIRECTORS

The corporation shall have 12 Directors initially. The business and property of the corporation shall be managed and

Michael B. Duncan
Florida Bar No.: 0130249
Harrison, Sale, McCloy, Thompson
& Harrison
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Panama City, FL 32402
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controlled by the Board of Directors. The number of directors may be set from time to time by the By-Laws, except that the number shall at no time be less than three.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors and officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Charles Helms, Sr.	597 Lagoon Oaks Drive Panama City Beach, FL 32408	Director	President
Ken Shaffer	1911 Clay Avenue Panama City, FL 32405	Director	Treasurer
Kay Rivard	2809 West 15th Street Panama City, FL 32401	Director	Secretary
Hattie Burch	1002 Maple Avenue Panama City, FL 32402-0820	Director	
Anita Goodman	819 East 11th Street Panama City, FL 32401	Director	
Sharon Zehner	Post Office Box 1206 Panama City, FL 32402	Director	
Ernest Spiva	1000 School Avenue Panama City, FL 32401	Director	
Barbara Cloud	2121 Lisenby Avenue Panama City, FL 32405	Director	
Lewis Baber	5230 Highway 98 Panama City, FL 32401	Director	
Carolyn Metcalf	948 Jenks Avenue Panama City, FL 32401	Director	
Tommie Pitts	500 West 11th Street Panama City, FL 32401	Director	

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<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Franklin Harrison	304 Magnolia Avenue Panama City, FL 32401	Director	
Michael B. Duncan	304 Magnolia Avenue Panama City, FL 32401	Director	

ARTICLE VI
PROHIBITED ACTIVITIES

The corporation shall not allow any expenditure of any part of the net earnings of the corporation to inure to the benefit of any member, director or officer of the corporation, (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation, or shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate of public office.

ARTICLE VII
DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or education organizations which are then qualified under the provision of Section 501(c)(3) of the Code.

ARTICLE VIII
BY-LAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

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ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of the majority of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-Laws.

ARTICLE XI

INCORPORATOR

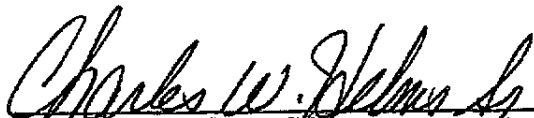
The name and street address of the person signing these Articles as Incorporator is Charles Helms, Sr., 597 Lagoon Oaks Drive, Panama City, FL 32408.

ARTICLE XII

REGISTERED AGENT

The name of the registered agent of this corporation is Michael B. Duncan located at 304 Magnolia Avenue, Panama City, FL 32401.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation on April 23rd, 1998, pursuant to Section 617.01201(6)(b), Florida Statutes, as amended.


CHARLES HELMS, SR.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 23rd day of April, 1998, by Charles Helms, Sr. who is personally known to me and who did/did not take an oath.


Notary Public - State of Florida



Elaine Addison
MY COMMISSION # CCS16095 EXPIRES
January 4, 2000
BONDED THRU TROY PAUL ASSURANCE, INC.

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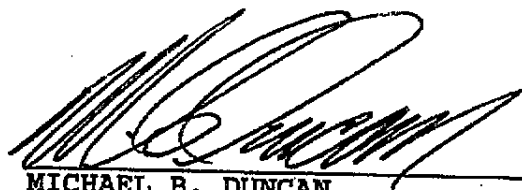
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that ADVOCATES OF BAY COUNTY BOOT CAMP, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 456 E, 11th Street, Panama City, Florida 32401, has named Michael B. Duncan located at 304 Magnolia Avenue, Panama City, Florida 32401, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL B. DUNCAN
Registered Agent

Michael B. Duncan
Florida Bar No.: 0130249
Harrison, Sale, McCloy, Thompson
& Harrison
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Panama City, FL 32402
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