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LAW OFFICES OF
BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

GLEND A. SWEARINGEN-COOK, P.A.
*CERTIFIED FAMILY LAW MEDIATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 27 AM 10:02

TELEPHONE
904-526-3633
904-526-4465

TELECOPIER
904-526-2714

April 23, 1998

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

8000002501398--0
-04/27/98-01083--008
****122.50 ****122.50

EFFECTIVE DATE
4-23-98

RE: Bethelonia, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of \$122.50, and the original and one copy of the Articles of Incorporation for Bethelonia, Inc. Please be so kind as to file these Articles and return a copy to my office at your earliest convenience.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/mm
FRANK A. BAKER, Esq.

FAB:mm\secstate.\tr

Enclosures

D. BROWN APR 29 1998

EFFECTIVE DATE
4-23-98

ARTICLES OF INCORPORATION
OF
BETHELONIA, INC.

FILED
SECRETARY OF STATE
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The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following articles of Incorporation:

ARTICLE 1
NAME

The name of the Corporation is: Bethelonia, Inc.

ARTICLE 2
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4
PURPOSES

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name and Address

Gerald Tookes, 913 McGuire Court, Tallahassee, FL 32303
George Washington, 3432 Blue Jay Dr., Tallahassee, FL 32310
Ralph Ferrell, R.R. 13, Box 338, Tallahassee, FL 32312
Andrew B. Slater, 3411 N. Ridge Rd., Tallahassee, FL 32310
Kelvin Hereford, 150 Elena Drive, Tallahassee, FL 32310
Chris Douglas, 719 Stafford Street, Tallahassee, FL 32310
John D. Dickey, 1929 Mary Ellen Drive, Tallahassee, FL 32310
Jimmie Dickey, 1929 Mary Ellen Drive, Tallahassee, FL 32310
Klent James, P. O. Box 868, Sneads, FL 32460

ARTICLE 7 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 8437 North Meridian Road, Tallahassee, FL 32312, and the name of its initial Registered Agent at that address is Klent James. The initial mailing address of the Corporation is P. O. Box 20253, Tallahassee, FL 32316. By his signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Directors may move the registered office or appoint a successor resident agent for the Corporation as it deems fit, from time to time.

ARTICLE 8 INITIAL BOARD OF TRUSTEES

ARTICLE 8 INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The numbers of Trustees constituting the initial Board of Trustees is five. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name and Address

✓ Gerald Tookes, 913 McGuire Court, Tallahassee, FL 32303
✓ George Washington, 3432 Blue Jay Dr., Tallahassee, FL 32310
✓ Ralph Ferrell, R.R 13, Box 338, Tallahassee, FL 32312
✓ Andrew B. Slater, 3411 N. Ridge Rd., Tallahassee, FL 32310
✓ Kelvin Hereford, 150 Elena Drive, Tallahassee, FL 32310
✓ Chris Douglas, 719 Stafford Street, Tallahassee, FL 32310
✓ John D. Douglas, 1929 Mary Ellen Drive, Tallahassee, FL 32310
✓ Jimmie Douglas, 1929 Mary Ellen Drive, Tallahassee, FL 32310
✓ Klent James, P. O. Box 868, Sneads, FL 32460

ARTICLES 9 OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Name and Address</u>	<u>Title</u>
Klent James, P. O. Box 868, Sneads, FL 32460	President
George Washington, 3432 Blue Jay Dr., Tallahassee, FL 32310	Vice-President
Gerald Tookes, 913 McGuire Court, Tallahassee, FL 32303	Secretary
Chris Douglas, 719 Stafford Street, Tallahassee, FL 32310	Treasurer

ARTICLE 10 INCORPORATORS

The name and address of each Incorporator is as follows:

Klent James, P. O. Box 868, Sneads, FL 32460

**ARTICLE 11
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 Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE 12
TURNOVER OF ASSETS UPON DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

**ARTICLE 13
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

**ARTICLE 14
BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

**ARTICLE 15
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 16
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

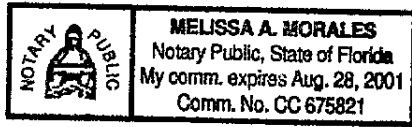
FILED
SECRETARY OF STATE
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In Witness Whereof, the undersigned have signed these Articles of Incorporation on this April 23, 1998.

Klent James
KLENT JAMES Incorporator and Resident Agent

State of Florida
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this April 23, 1998, by Klent James, as Incorporator and Resident Agent, who are personally known to me or who have produced as identification and who did take an oath.



Melissa A. Morales
Notary Public
My Commission Expires:

mm\bethalon.art