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**MCCOLLUM
OBERHAUSEN
& TUCK, P.L.P.**
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LINDA DAVIS TUCK
CLAY W. OBERHAUSEN
JAMES F. MCCOLLUM

April 14, 1998

KIMBERLY J. BENNETT
TERI WARREN
CORI FRANKLIN
SHERYL VRETTA
LEGAL ASSISTANTS

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

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-04/17/98--01043--010
*****70.00 *****70.00

Re: Sebring Jaycees, Inc.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above named not for profit corporation. I am also enclosing a check in the amount of \$70.00 to cover the filing fee (\$35.00) and registered agent designation fee (\$35.00). If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

James F. McCollum

JFM/kjb
enclosure(s)

cc: Client

FILED
98 APR 29 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten signature and date: 5/14/98

6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 20, 1998

JAMES F. MCCOLLUM, ESQUIRE
129 S. COMMERCE AVENUE
SEBRING, FL 33870-3698

SUBJECT: SEBRING JAYCEES, INC.
Ref. Number: W98000008748

We have received your document for SEBRING JAYCEES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 098A00021045

**ARTICLES OF INCORPORATION
OF
SEBRING JAYCEES, INC.**

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98 APR 29 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Florida Corporation Not for Profit

Article I. Name

The name of the Corporation is SEBRING JAYCEES, INC. The principal office of the Corporation shall be in the City of Sebring, County of Highlands, State of Florida. The mailing address of the Corporation is Post Office Box 134, Sebring, FL 33871.

Article II. Duration

The term of existence of the Corporation is perpetual.

Article III. Purpose

1. The purposes for which the Corporation is organized and the objects of the Corporation are:

(a) To promote, foster, encourage, and develop leadership training through the community development for persons between the ages of 18 and 35 years of age, both inclusive, to service to the City of Sebring, County of Highlands, State of Florida, and the United States of America.

(b) To carry on any and all activities necessary to promote the general welfare of said city, county, and state, in the United States of America.

(c) To stimulate and assist with the personal development of the members of the Corporation.

(d) The Corporation shall be empowered to publish papers, pamphlets, newsletters, bulletins, books, magazines; to acquire, or assign property, both real and personal, as the purpose of this Corporation, either expressed or implied, shall require; to associate itself with other persons, corporate or natural, for the purposes of becoming a member of associations of similar or like nature, or and otherwise associating itself with other corporations or organizations, or entities with similar purposes, specifically including the state, national, and international Jaycee organizations, and to support these organizations and entities financially in order to promote the common goals and causes, to be able to raise revenues to the advantage

of the Corporation; to employ staff, contract for services, receive funds from governmental agencies and private sources, and, in general, to perform all such other acts and things as from time to time would be necessary to effect any or all of the aforesaid purposes to the extent permitted by law, and all other powers allowed by law.

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

3. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. 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 1954, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. 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 any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

8. Upon the 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 manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as any exempt organization

or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.

Article IV. Directors

There shall be one (1) member of the initial Board of Directors of the Corporation. The name and address of the person who is to serve as Director until the first election thereof is:

Robert Garcia	302 Plumosa Avenue Lake Placid, FL 33852
Kathi Overton	3211 Valerie Boulevard Sebring, FL 33872
Clay W. Oberhausen	129 South Commerce Avenue Sebring, FL 33870

Directors shall be elected as provided in the By-Laws.

Article V. Officers

The name of the person who is to serve as officer until the first election of officers under these Articles of incorporation are as follows:

Robert Garcia, President

Article VI. Members

The corporation shall have Members. Members of the Corporation may be divided into certain categories and meet qualifications as set forth in the By-Laws. Membership may be terminated by majority vote of the members of the Corporation, with or without cause, as set forth in the By-Laws of the Corporation.

Article VII. By-Laws

The By-Laws of the Corporation are to be made, altered, or rescinded by the members of the Corporation.

Article VIII. Amendments to Articles

These Articles of Incorporation may be amended by the act of the Directors and members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

Article IX. Incorporators

The names and residence addresses of the subscribers of these Articles of Incorporation are:

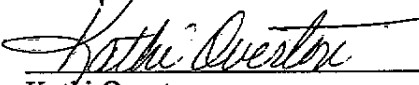
Robert Garcia	302 Plumosa Avenue Lake Placid, FL 33852
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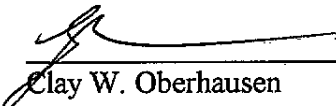
Article X. Registered Office and Registered Agent

The initial registered agent of this Corporation is McCollum, Oberhausen & Tuck, L.L.P. who shall maintain an office at 129 South Commerce Avenue, Sebring, Florida, 33870, which shall be the registered office of this Corporation for service of process.

In Witness Whereof, we have subscribed our names this 25TH day of March, 1998.

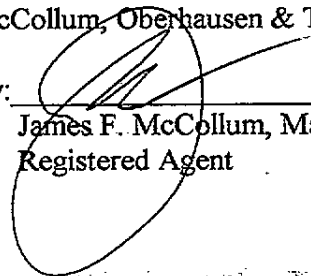

Robert Garcia


Kathi Overton


Clay W. Oberhausen

I hereby accept the appointment as Registered Agent for the above Corporation.

McCollum, Oberhausen & Tuck, L.L.P.

By: 
James F. McCollum, Managing Partner
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA