

JN980000003013

JACK G. WILLIAMS
ATTORNEY AT LAW
502 HARMON AVENUE
PANAMA CITY, FLORIDA 32401

MAILING ADDRESS:
P. O. BOX 2176
PANAMA CITY, FLORIDA 32402

May 21, 1998

TELEPHONE NO. (850) 763-5368
FACSIMILE NO. (850) 763-1808

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32315

300002533103-- J
-05/22/98--01041--015
****122.50 ****122.50

RE: Rick Seltzer Community Park, Inc.

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation along with its Designation of Registered Agent. My firm check in the sum of \$122.50 is also enclosed for your filing fee.

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles of Incorporation stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very truly yours,

Mickie Kelly

Mickie Kelly, Legal Secretary
to Jack G. Williams

/mk

Enclosures: as referenced

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAY 22 PM 1:55

FILED

Handwritten signature and date: 5/27/98

⑨

ARTICLES OF INCORPORATION
OF
RICK SELTZER COMMUNITY PARK, INC.
a Florida Not For Profit Corporation

FILED
98 MAY 22 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Rick Seltzer Community Park, Inc.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- (A) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes including the operation and maintenance of a public park as well as other activities which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- (B) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have one class of membership which shall consist of the directors of the corporation.

ARTICLE V

The principal office of this corporation is 100 Delwood Beach Road, City of Panama City, County of Bay, State of Florida. The street address of the initial registered office of this corporation is 502 Harmon Avenue, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is Jack G. Williams.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be no less than three (3) nor more than five (5), provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on the second Saturday in February at 9:30 a.m., at 100 Delwood Beach Road, Panama City, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 100 Delwood Beach Road, on the second Saturday in February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
Karen Green	206 Golf Drive Panama City, FL 32408

Don Crane	107 Golf Drive Panama City, FL 32408
Mary Ann Swenk	529 Wahoo Road Panama City, FL 32408
Katherine DuBose	4321 Jan Cooley Drive Panama City, FL 32408
Libby Sipple	1803 Weakfish Way Panama City, FL 32408

ARTICLE VII

The name and address of each incorporator are:

Name	Address
Karen Green	206 Golf Drive Panama City, FL 32408
Don Crane	107 Golf Drive Panama City, FL 32408
Mary Ann Swenk	529 Wahoo Road Panama City, FL 32408
Katherine DuBose	4321 Jan Cooley Drive Panama City, FL 32408
Libby Sipple	1803 Weakfish Way Panama City, FL 32408

ARTICLE VIII

The board of directors shall elect the following officers: Chairman, Co-Chairman, Vice Chairman, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Name:	Address:	Title:
-------	----------	--------

Karen Green	206 Golf Drive Panama City, FL 32408	Co-Chairmen
Don Crane	107 Golf Drive Panama City, FL 32408	Co-Chairmen
Mary Ann Swenk	529 Wahoo Road Panama City, FL 32408	Vice-Chairman
Katherine DuBose	4321 Jan Cooley Drive Panama City, FL 32408	Treasurer
Libby Sipple	1803 Weakfish Way Panama City, FL 32408	Secretary

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the by-laws of this corporation may be made, altered, rescinded added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefore in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes 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

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of members of the corporation.

We, the undersigned, being all the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on the 14th day of April, 1998.

Karen Green
Karen Green

Don Crane
Don Crane

Mary Ann Swenk
Mary Ann Swenk

Katherine A. DuBose
Katherine DuBose

Libby Sipple
Libby Sipple

STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared Karen Green, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 14th day of April, 1998.



Angela Bender
Notary Public, Sign
ANGELA BENDER

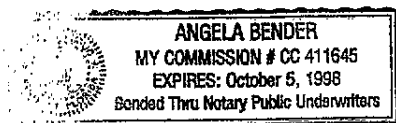
Notary Public, Print
My commission expires:

**STATE OF FLORIDA,
COUNTY OF BAY.**

BEFORE ME, the undersigned authority, this day personally appeared Don Crane, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 14th day of April, 1998.

FI C650-19S-33-102-0



Angela Bender
Notary Public, Sign

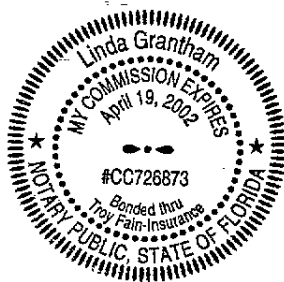
ANGELA BENDER
Notary Public, Print

My commission expires:

**STATE OF FLORIDA,
COUNTY OF BAY.**

BEFORE ME, the undersigned authority, this day personally appeared Mary Ann Swenk, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

May
WITNESS my hand and seal in the state and county aforesaid, this 19th day of April, 1998.



Linda Grantham
Notary Public, Sign

Notary Public, Print

My commission expires:

**STATE OF FLORIDA,
COUNTY OF BAY.**

BEFORE ME, the undersigned authority, this day personally appeared Katherine DuBoise, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she

executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 14th day of April, 1998.

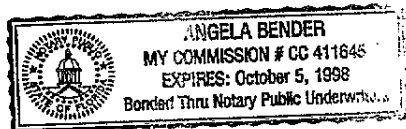


Angela Bender
Notary Public, Sign
ANGELA BENDER
Notary Public, Print
My commission expires:

**STATE OF FLORIDA,
COUNTY OF BAY.**

BEFORE ME, the undersigned authority, this day personally appeared Libby Sipple, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 14th day of April, 1998.



Angela Bender
Notary Public, Sign
ANGELA BENDER
Notary Public, Print
My commission expires:


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

First, that Rick Seltzer Community Park, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 100 Delwood Beach Road, Panama City, Florida has named Jack G. Williams located at 502 Harmon Avenue, Panama City, Florida 32401 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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.



Jack G. Williams
Registered Agent

FILED
98 MAY 22 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA