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HARRISON SALE

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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
409 EAST GAINES STREET PANAMA CITY, FL 32401
TALLAHASSEE, FL 32399 CONTACT: Michael B. Duncan
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###H98000012620 DOCUMENT TYPE: CORPORATION--Not for profit

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
BAY COUNTY D.A.R.E. OFFICERS ASSOCIATION, INC.
A Florida Not-for-Profit Corporation**

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

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is BAY COUNTY D.A.R.E. OFFICERS ASSOCIATION, INC., with its principal place of business being located at the Fraternal Order of Police Lodge 130, 1209 E. 15th Street, Panama City, Florida 32405.

**ARTICLE II
COMMENCEMENT OF CORPORATION EXISTENCE**

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

**ARTICLE III
PURPOSES**

The purposes of this corporation are:

A. To provide a means for disseminating, sharing, advising and coordinating information that is beneficial and noteworthy to teaching the D.A.R.E. program within Bay County. The objective of the BAY COUNTY D.A.R.E. OFFICERS ASSOCIATION, INC., is to ensure continuity of materials and teaching techniques; to assist in providing training; and to promote harmony and good will among its members, the community and educators statewide.

B. To operate in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 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.

Michael B. Duncan Florida Bar # 0130249 Harrison, Sale, McCloy, Thompson & Harrison P.O. Box 1579 Panama City, Florida 32402 (850) 769-3434

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ARTICLE IV
BOARD OF DIRECTORS

The corporation shall have three (3) Directors initially. The business and property of the corporation shall be managed and 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/OFFICE</u>
J. Michael Adams	3421 N. Highway 77 Panama City, FL 32405	Director President
William McCurdy	1209 E. 15th Street Panama City, FL 32405	Director Vice President
Jamie Wright	17110 Firenzo Street Panama City Beach, FL 32413	Director Secretary/Treasurer

ARTICLE VI
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 VII
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 VIII
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.

ARTICLE IX
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 X
INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is J. Michael Adams, 3421 N. Highway 77, Panama City, Florida 32405.

ARTICLE XI
REGISTERED AGENT

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

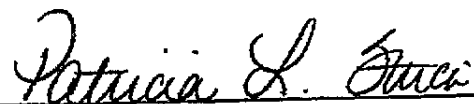
IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation on July 1, 1998, pursuant to Section 617.01201(6)(b), Florida Statutes, as amended.



J. Michael Adams

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 1 day of July, 1998, by J. Michael Adams who is personally known to me and who did/did not take an oath.


Notary Public - State of Florida



"OFFICIAL SEAL"
Patricia L. Strick
My Commission Expires 8/7/99
Commission #CC 486846

07/09/98

09:50

850 769 6121

HARRISON SALE

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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 BAY COUNTY D.A.R.E. OFFICERS ASSOCIATION, 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, being located at the Fraternal Order of Police Lodge 130, 1209 E. 15th Street, Panama City, Florida 32405, 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

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