

N 98000004491



ARMANDO F. MIZIO

MIZIO & ASSOCIATES

25400 U.S. 19 North • Suite 210
Clearwater, Florida 33763
Telephone (813) 736-4321
Fax (813) 724-1130

Accountants
Tax Consultants
Personal Financial Planning

RECEIVED DATE
8-1-98

July 17, 1998

State of Florida
Division of Corporations
The Capital Building
P.O. Box 6327
Tallahassee, Florida 32314

900002603973--B
-07/31/98--01049--012
*****70.00 *****70.00

Attn: Secretary of State

Dear Sir:

Enclosed please find the Articles of Incorporation and our
the amount of \$ 70.00 to cover the cost of :

FORT WALTON BEACH JAYCEES, INC.

Your immediate attention will be greatly appreciated.

AMF:ps

Encl.

Sincerely yours,

Armando F. Mizio

Armando F. Mizio

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUL 31 AM 8:42

FILED

CPB
8-5-98

ARTICLES OF INCORPORATION

OF

FORT WALTON BEACH JAYCEES, INC.

EFFECTIVE DATE
8-1-98

FILED
98 JUL 31 AM 8:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Florida not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, agrees that the Articles of Incorporation of said Corporation shall read in their entirety as follows:

ARTICLE I - NAME

The name of the corporation shall be:

FORT WALTON BEACH JAYCEES, INC.

The principal office shall be:

P.O. Box 722
Fort Walton Beach, Florida 32549

ARTICLE II - PURPOSE

Section 1. The Corporation is organized exclusively for charitable, educational, and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, hereinafter referred to as the code.

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be:

(a) To provide civic service through the organized efforts of the young people in the organization.

(b) To promote the welfare of the community and its citizens through active and constructive projects.

(c) To provide the young people constituting the membership training in leadership and civic consciousness to better their usefulness as citizens.

ARTICLE III - POWER

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of the powers specified in Section 1 above, the specified powers of the Corporation shall be:

(a) To acquire, through gifts, grants, endorsement funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable, educational and other not-for-profit purposes of the Corporation;

(b) To manage and operate any of its assets in recognition and attainment of the foregoing objectives and the purposes of the Corporation; and

(c) To utilize its income in furtherance of the foregoing objectives and the purposes of the Corporation.

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any member, Trustee or officer 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 member, Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2. 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 an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within its sole discretion, to such organization or organizations organized and operated exclusively for charitable or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - MEMBERSHIP

The Corporation shall not have any members, the business and affairs of the Corporation being managed by its Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are as follows:

NAME

Nikki Griffin

SPECIFIC ADDRESS

201-C Troy Street
Fort Walton Beach, FL 32548

Susan Kidwell

1115 Lowery Drive
Fort Walton Beach, FL 32548

Sarah Kidwell

9 Wedgewood Lane
Fort Walton Beach, FL 32547

Section 3. The number of Directors of the Corporation shall be not less than three (3) nor more than twenty-five (25). The number may be changed from time to time as provided by the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE VIII - OFFICERS

Section 1. The officers of the Corporation shall include a President, a Secretary, and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Executive, Senior, Assistant or other Vice Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The names of the persons who are to serve as the initial officers of the Corporation are as follows:

NAME AND TITLE

SPECIFIC ADDRESS

Nikki Griffin
President

201-C Troy Street
Fort Walton Beach, FL 32548

Susan Kidwell
Management Development V.P.

1115 Lowery Drive
Fort Walton Beach, FL 32548

Sarah Kidwell
Secretary

9 Wedgewood Lane
Fort Walton Beach, FL 32547

Section 3. The officers shall be elected, removed and hold office as provided in the Bylaws from time to time in effect.

Section 4. The officers shall have such powers and responsibilities as are provided by the Bylaws from time to time in effect.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of this Corporation shall be 25400 U.S. Highway 19 North, Suite 210, Clearwater, Florida 33763.

Section 2. The name of the initial registered agent of this Corporation located at the address of the registered office shall be Armando F. Mizio.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws for the corporation shall be vested only in the directors, as more specifically provided in the bylaws.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective as of August 1, 1998.

ARTICLE XII - AMENDMENTS

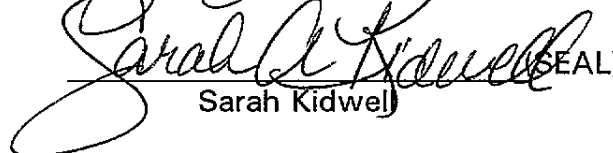
The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Directors, as more specifically provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, the undersigned has executed these Articles of Incorporation.

Date: 7/30/98

 (SEAL)
Nikki Griffin

 (SEAL)
Susan Kidwell

 (SEAL)
Sarah Kidwell

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

I HEREBY CERTIFY that on this day personally appeared before me the above-named person(s), well known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL, at Fort Walton Beach, Okaloosa

County, Florida, this day of July, A.D., 1998.

NICHOLAS L. GRIFFIN
NIKKI GRIFFIN - FLD# G615-632-66-942-0 Exp 2000

SUSAN E. KIDWELL - FLD# K340-785-65-59-50 Exp 2004

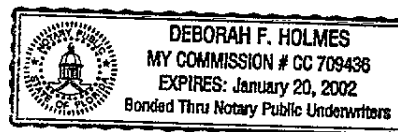
SARAH KIDWELL - FLD# K340-781-68-930-0 Exp 2003

My Commission Expires:

STATE: FLORIDA

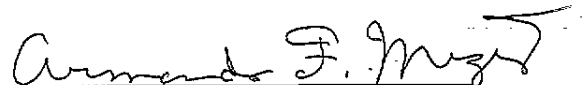
COUNTY: OKALOOSA


NOTARY PUBLIC



ACCEPTANCE

I hereby agree to act as the Registered Agent for FORT WALTON BEACH JAYCEES, as stated in the foregoing Articles of incorporation.


Resident Agent

FILED
98 JUL 31 AM 8:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA