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October 27, 1998

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporation  
409 E. Gaines Street, "The Old Jail"  
Tallahassee, Florida 32304

RE: SUNBONNET SUE QUILTERS GUILD, INC. - Non-Profit

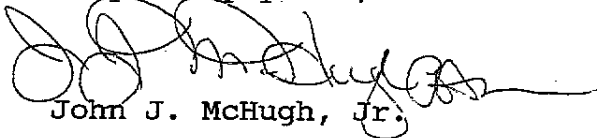
Gentlemen and Ladies:

I have enclosed an original and a copy of the Articles of Incorporation for the above named non-profit corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$70.00
Certified Copy	\$ 8.75
<hr/>	
Total	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

  
John J. McHugh, Jr.

JJMc:bam  
Enclosures as noted

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

98 NOV -3 AM 10:57

OF

SUNBONNET SUE QUILTERS GUILD, INC.

We, the undersigned, acting as incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLES I

The name of the corporation (hereinafter referred to as the Quilters) is SUNBONNET SUE QUILTERS GUILD, INC.

ARTICLE II

The corporation shall have perpetual duration. The address of the initial principal office and the mailing address of the corporation is: 750 Brookedge Terrace, Sebastian, Florida 32958.

ARTICLE III

The corporation is a not for profit corporation. The specific purposes for which the corporation is formed is to preserve the heritage of quilting, to be a source of education, information and inspiration, to perpetuate a high quality of excellence in quilting, education of its members and the public in general, and to be a gathering for people with this common interest.

The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes 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 those

purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

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 powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of at least three directors. The number of directors will be provided later in bylaws adopted by the members entitled to vote. Directors shall be elected annually by majority vote of the membership.

The names and address of the persons constituting the first board of directors who are to act in that capacity until the selection of their successors are:

Marcia Haberman	750 Brookedge Terrace Sebastian, Florida 32958
Patricia L. Lester	304 Grove Isle Circle, B#4 Vero Beach, Florida 32962
Margaret B. Bell	1716 24th Avenue Vero Beach, Florida 32960

Directors will be elected in accordance with the Rules and Regulations set forth in the By-Laws.

#### ARTICLE V

The name and the street address of the initial registered agent is: John Joseph McHugh, Jr., 333 17th Street, Suite U, Vero Beach, Florida 32960.

#### ARTICLE VI

The names and the street addresses of the incorporators for these articles of incorporation are:

Marcia Haberman	750 Brookedge Terrace Sebastian, Florida 32958
Patricia L. Lester	304 Grove Isle Circle, B#4 Vero Beach, Florida 32962
Margaret B. Bell	1716 24th Avenue Vero Beach, Florida 32960

#### ARTICLE VII

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

#### ARTICLE VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of

Florida, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws 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 in the bylaws.

#### ARTICLE IX

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the new income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.


#### ARTICLE X

On 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 operate exclusively for charitable and educational 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 XI

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 two-thirds of a quorum of members of the corporation.

We, the undersigned, being 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 October 22, 1998.

  
Marcia Haberman

  
Patricia L. Lester

  
Margaret Bell

STATE OF FLORIDA


COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared Marcia Haberman, Patricia L. Lester and Margaret Bell, who produced driver's license as identification and known to me to be the persons described in and who executed the foregoing instrument, and acknowledge to and before me that they executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 26<sup>th</sup> day of October, 1998.



Beth Ann McHugh  
My Commission CC610318  
Expires February 4, 2001

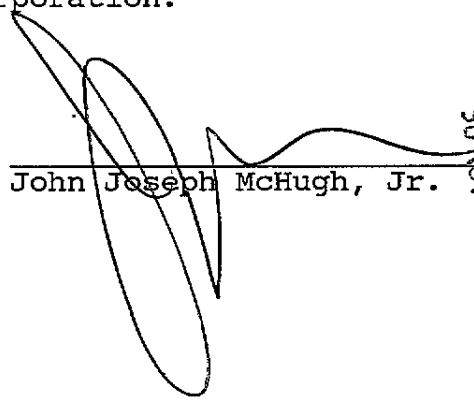
  
Notary Public  
State of Florida at Large

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of SUNBONNET SUE QUILTERS GUILD, INC., at the place designated in the Articles of Incorporation.

Date: 10/26/98

  
John Joseph McHugh, Jr.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION