

N 98000006577

BAKER AND SWEARINGEN

FILED

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

98 NOV 19 AM 10:53

FRANK A. BAKER, P.A.
BOARD CERTIFIED CIVIL TRIAL
CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
850-636-3633
850-526-1165

CHANDA E. SWEARINGEN-COOK, P.A.
CERTIFIED FAMILY LAW MEDIATOR

TELECOPIER
850-526-2711

JOHN E. ROBERTS

November 4, 1998

EFFECTIVE DATE
11-12-98

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200002680792--3
-11/05/98--01021--014
122.50 **78.75

RE: Sneads Industrial Park, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of \$122.50 and the original and one copy of the Articles of Incorporation for Sneads Industrial Park, Inc. Please be so kind as to file this at your earliest convenience. Also, I have enclosed an Order Converting For-Profit Corporation to Not-For-Profit Corporation executed by Judge William L. Wright.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/sb

FRANK A. BAKER, ESQ.

FAB:sb/secstate.ltr

Enclosures

P Hall

NOV 19 1998

W98-25250



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 9, 1998

FRANK A BAKER ESQ.
4431 LAFAYETTE ST
MARIANNA, FL 32446

SUBJECT: SNEADS INDUSTRIAL PARK, INC.
Ref. Number: W98000025256

We have received your document for SNEADS INDUSTRIAL PARK, INC. and your check(s) totaling \$122.50. 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.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 598A00054271

IN THE FOURTEENTH JUDICIAL CIRCUIT
IN AND FOR JACKSON COUNTY, FLORIDA

IN RE: SNEADS INDUSTRIAL PARK,
INC., a corporation.

CASE NO. 98-983CA

**ORDER CONVERTING FOR-PROFIT CORPORATION
TO NOT-FOR-PROFIT CORPORATION**

THIS CAUSE having come on to be heard on the request of the petitioner SNEADS INDUSTRIAL PARK, INC., a Florida corporation, for conversion to a not-for-profit corporation, pursuant to the provisions of Fla. St. section 617.1807; the Court finding that:

- a) This Court has jurisdiction under Florida Statutes section 617.1807.
- b) The petitioner is a Florida for-profit corporation formed by the filing of its for-profit articles of incorporation with the Florida Secretary of State on December 19, 1997.
- c) The sole purpose and object in which the corporation is engaged is the clearing of title to and the redevelopment of real property (including a port facility) in east Jackson County, Florida, for the purpose of proper utilization of the port property and for the purpose of increasing employment in Jackson County and surrounding areas.
- d) The petition has been executed by all shareholders authorizing this change in the corporate nature. This petition further constitutes the consent of all shareholders to this change in the corporate nature, as well as an agreement by the surviving corporation to accept all of the property of the petitioning corporation and agreeing to assume and pay all of its indebtedness and liabilities.

e) Attached hereto are the proposed articles of incorporation of the not-for-profit corporation, signed by the president and secretary of the not-for-profit corporation, which set forth all of the provisions required by Fla. St. section 617.0202.


THEREFORE, it is ordered and adjudged that:

1. The proposed articles of incorporation, as attached hereto, are hereby approved.

2. All of the property of the petitioning corporation shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation.

3. Upon filing of the proposed articles of incorporation with the Secretary of State, the corporation shall be deemed a corporation not-for-profit under the provisions of Florida Statutes section 617.

DONE AND ORDERED in chambers this November 4, 1998.


Circuit Judge

fb\slp.ord

ARTICLES OF INCORPORATION
OF
SNEADS INDUSTRIAL PARK, INC.

FILED
98 NOV 19 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following articles of Incorporation:

ARTICLE 1
NAME

EFFECTIVE DATE

Nov 12-98

The name of the Corporation is SNEADS INDUSTRIAL PARK, INC.

ARTICLE 2
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law, PROVIDED, that the Corporation shall be entitled to employ its members for compensation, as determined from time to time by the Trustees.

ARTICLE 3
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4
PURPOSES

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate

or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law), to acquire and perfect good title to the former Jackson County Port Authority property and to redevelop same to the use of job-creating industries.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, members, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Member is as follows: Robert D. Trammell, 4638 Bales Drive, Marianna, FL 32446; and Roy S. Baker, 2853 Wildwood Circle, Marianna, FL 32448.

ARTICLE 7 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2853 Wildwood Circle, Marianna, FL, 32448, and the name of its initial Registered Agent at that address is Roy S. Baker. The initial mailing address of the Corporation is 2853 Wildwood Circle, Marianna, FL 32448. By his signature to these

Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Directors may move the registered office or appoint a successor resident agent for the Corporation as it deems fit, from time to time.

ARTICLE 8 INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually, but the Trustees shall continue in office until replaced by duly-elected successor Trustees. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows: Robert D. Trammell, 4638 Bales Drive, Marianna, FL, 32446; Kay Trammell, 4638 Bales Drive, Marianna, FL, 32446; Roy S. Baker, 2853 Wildwood Circle, Marianna, FL, 32448.

ARTICLES 9 OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows: as President, Robert D. Trammell, 4638 Bales Drive, Marianna, FL, 32446; as Vice-President, Secretary and Treasurer, Roy S. Baker, 2853 Wildwood Circle, Marianna, FL, 32448.

ARTICLE 10 INCORPORATORS

The name and address of each Incorporator is as follows: Roy S. Baker, 2853 Wildwood Circle, Marianna, FL, 32448.

ARTICLE 11 AMENDMENT

The Corporation reserves the right to amend or repeal any

provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 12 TURNOVER OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

ARTICLE 13 INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE 14 BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE 15 COMMENCEMENT OF CORPORATE EXISTENCE

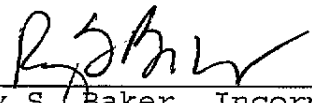
In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 16 NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This

Corporation shall not issue shares of stock.


In Witness Whereof, the undersigned have signed these Articles of Incorporation on this November 12, 1998.



Roy S. Baker, Incorporator and
Resident Agent and Secretary

State of Florida
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this November 12, 1998, by Roy S. Baker, as Incorporator and Resident Agent, who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public
My Commission Expires:

fb\sip.ar2



"OFFICIAL SEAL"
Sheryl Middleton
My Commission Expires 11/7/99
Commission #CC 497593