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BAKER COUNTY JAYCEES

P. O. Box 1626

Glen St. Mary, Florida 32040

(904) 259-3575

Pager No. (904) 275-4530

Pager No. (904) 275-4522

11 December 1998

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

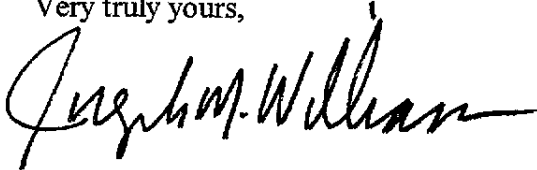
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Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for *the Baker County Jaycees, Inc.*, a non-profit corporation. We are attaching our check for the \$70 filing fee, \$8.75 certified copy fee, and \$8.75 certified status fee. If you have any questions, you can contact me at the number(s) above.

Thank you for your cooperation in this matter.

Very truly yours,



JOSEPH M. WILLIAMS
President

JMW/pg
Encls.

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION OF THE BAKER COUNTY
JAYCEES

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

- Section 1: The name of the Corporation is: BAKER COUNTY JAYCEES,
INCORPORATED.
- Section 2: The principal office of the organization shall be located in Baker County,
State of Florida at the Baker County Historical Park, P. O. Box 1626, Glen
St. Mary, Florida 32040, or at such other location in said county to be
determined at the discretion of the President.

ARTICLE II - AFFILIATION

This organization shall be and is hereby affiliated with the Florida Junior Chamber of Commerce. The United States Chamber of Commerce, Junior Chamber International, and is subject to the Constitution and Bylaws of these bodies insofar as they affect and prescribe the function of the local Jaycees Chapter.

ARTICLE III - 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.

ARTICLE IV - DURATION

The duration of the Corporation is perpetual.

ARTICLE V - PURPOSE

The purpose of this organization shall be:

- A. To provide young persons (constituting its membership) leadership training, and to instill civic consciousness to better their usefulness as citizens, and
- B. Civic service, through the organized efforts of the young persons of the community, to promote the welfare of the community and its citizens through active, constructive projects.
- C. 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 the 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 each property, for any of the purposes set forth herein.
- D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI - LIMITATIONS

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 and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE VII - MEMBERSHIP

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 the 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.

ARTICLE VIII - GOVERNMENT

The government of this organization shall be vested in a Board of Directors consisting of the officers, the immediate past president, and not more than nine (9) nor less than three (3) other members. Said officers shall be

- (1) President
- (2) Chapter Activities Vice President
- (3) Community Activities Vice President
- (4) Secretary
- (5) Treasurer

The officers and directors of this organization shall be elected in the manner prescribed by the bylaws and shall hold office for a period of one (1) year or until their successors are fully elected and charged.

ARTICLE IX - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Membership and may be altered, amended or rescinded by the Membership.

ARTICLE X - 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 XI - NONSTOCK BASIS

The Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent of the Corporation is 695 W. Macclenny Avenue, Macclenny, Florida 32063, and the name of the initial Registered Agent at that address is R. Vincent McDuffie, P. O. Box 1743, Macclenny, Florida.

ARTICLE XIII - INCORPORATORS

The name and address of each Incorporator is as follows:

Name

Address

Joseph M. Williams
R. Vincent McDuffie
Kenneth L. Wood

P. O. Box 394, Macclenny, Florida 32063
P. O. Box 1743, Macclenny, Florida 32063
P. O. Box 715, Macclenny, Florida 32063

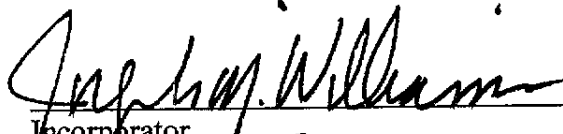
ARTICLE XIV - COMMENCEMENT OF CORPORATE EXISTENCE


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.

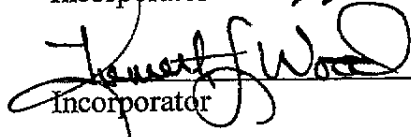
ARTICLE XV - AMENDMENT

The Constitution may be amended by a three-fourths (3/4) vote of the members present at any regular or special meeting provided that written notice of the proposed Amendments has been mailed to the last known address of each member at least ten (10) days of such meeting.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 11th day of DECEMBER, A.D. 1998.


Incorporator

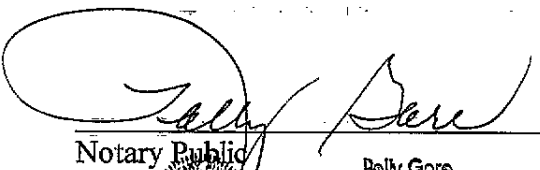

Incorporator


Incorporator

STATE OF FLORIDA
COUNTY OF BAKER

Before me this day personally appeared Joseph M. Williams, R. Vincent McDuffie, and Kenneth L. Wood, to me well know and known to me to be the persons described in and who executed the foregoing instrument and severally acknowledged to and before me that they executed said instrument for the purposes therein described.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of December, A.D. 1998.


Notary Public



Polly Gore
MY COMMISSION # CC736286 EXPIRES
May 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

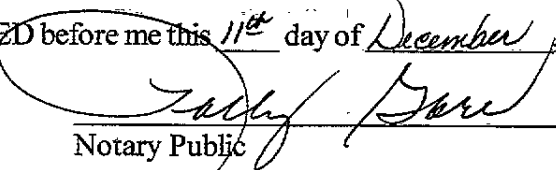
ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED hereby accepts the appointment as Registered Agent of BAKER COUNTY JAYCEES, which is contained in the foregoing Articles of Incorporation.

DATED this 11th day of December, A.D. 1998.


Registered Agent

SWORN TO AND SUBSCRIBED before me this 11th day of December, 1998.


Notary Public



Polly Gore
MY COMMISSION # CC736286 EXPIRES
May 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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