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LAW OFFICES  
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January 24, 1999

**STATE OF FLORIDA, SECRETARY OF STATE**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

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-02/01/99--01106--003  
\*\*\*122.50 \*\*\*\*\*78.75

RE: **SPRINGS RIVER FESTIVAL, INC**  
Our File No: 99-1BM2

Dear Sir or Madam:

Attached please find Articles of Incorporation for the captioned non-profit corporation to be filed pursuant to law. Please return a certified copy of Articles to this office following filing.

Also attached, please find a Designation of Registered Agent and our trust check for the appropriate fees.

Your usual cooperation is appreciated.

Very truly yours,

  
\_\_\_\_\_  
JOSEPH A. SOLLA

§/yd  
D-24

enc. a.s.

FILED  
99 FEB - 1 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 4 1999

**ARTICLES OF INCORPORATION OF,  
SPRINGS RIVER FESTIVAL, INC.**

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation not-for-profit under Florida Statutes, Chapter 617

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME / REGISTERED OFFICE**

The name of this corporation is SPRINGS RIVER FESTIVAL, INC., The corporations' principal office and mailing address shall be located at: 166 Hialeah Drive, Hialeah, Florida 33010.

**ARTICLE II. PURPOSE**

This corporation is formed for the purpose of producing the annual Springs River Festival and for other civic or charitable purposes.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

  
INITIAL HERE

ARTICLE III. MEMBERS

- (a) The members of this corporation shall be composed of those persons having an interest in the stated purposes of the corporation and a willingness to assist the corporation in carrying out those purposes.
- (b) Members of this corporation shall be admitted to membership by majority vote of the Board of Directors.
- (c) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article.

ARTICLE IV. DURATION

The term of existence of the corporation is perpetual.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers are:

ROBERT MEZYK

297 POZATELLA STREET, MIA SPRINGS, FL. 33166

BETTY DuBOIS

1025 Huntinglodge Drive, Miami Springs, Florida 33166

ARTICLE VI. OFFICERS

- (a) The affairs of this corporation shall be managed by officers elected by the board of directors at its annual meeting. The officers shall serve until the next annual meeting of the board of directors, unless removed earlier in accordance with the bylaws.

(b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

Chairman	Robert Mezyk
Vice Chairman	Betty DuBois
Secretary	Layne Riedinger
Treasurer	Lynn Fields

#### ARTICLE VII. DIRECTORS

This corporation shall have a board of directors of 5 directors initially. The number of directors shall be prescribed in the bylaws from time to time. The names and addresses of the directors who shall serve until the first election are:

Robert Mezyk  
Frank Holden  
Betty DuBois  
Charlene Otto  
Elaine Gaffney

Vacancies in the initial board of directors occurring before the first election shall be filled by the directors remaining in office even though they do not constitute a quorum of the board of directors.

#### ARTICLE VIII. BYLAWS

The bylaws of the corporation shall be adopted by the board of directors.

#### ARTICLE IX. AMENDMENTS

An amendment to these articles may be proposed by the board of directors or a member. Amendments shall be adopted by the board of directors by the affirmative vote of at least three fourths of the directors present and voting at a meeting at which a quorum is present.



ARTICLE X. RESIDENT AGENT

The initial resident agent for this corporation is FRANK HOLDEN and initial resident office is located at 166 Hialeah Drive, Hialeah, Florida 33010.

ARTICLE XI. MEMBER MEETING

No act of the members shall be valid unless taken at a meeting of members after notice as prescribed in the bylaws.

DATED this ✓ 5 day of January, 1999.

[Signature]  
ROBERT MEZYK, Subscriber


[Signature]  
BETTY DUBOIS, Subscriber

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 FEB - 1 PM 1:34

FILED

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this ✓ 5 day of January, 1999, by ROBERT MEZYK and BETTY DUBOIS, who are personally known to me or who have produced \_\_\_\_\_ as identification.

 Joseph A. Solla, III  
Notary Public, State of Florida  
Commission No. CC 539177  
My Commission Expires 5/22/00  
Bonded Through Fla. Notary Service At One One Co.

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

CONSENT OF RESIDENT AGENT

HAVING BEEN NAMED as resident agent for this corporation at the office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

[Signature]  
FRANK HOLDEN, Resident Agent