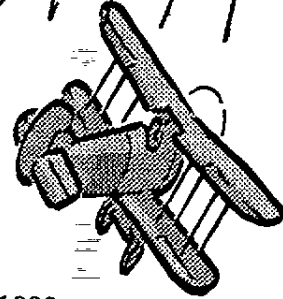


N990000001111

**GREATER SEBRING FESTIVALS, INC.**

309 SOUTH CIRCLE  
SEBRING, FL 33870  
(941) 385-8448 PHONE  
(941) 385-8810 FAX  
e-mail sebcc@ct.net



February 11, 1999

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

500002776455--9  
-02/16/99--01011--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Greater Sebring Festivals, Inc.  
New Corporation Filing, Not for Profit

Gentlemen:


Enclosed are the original and one copy of newly adopted Articles of Incorporation for Greater Sebring Festivals, Inc. Please approve and file the original, file stamp the copy and return them to me.

I am familiar with the State of Florida statutory requirements for serving as the Registered Agent for a corporation and will abide by and carry out all requirements of those statutes.

Enclosed is a check from the Greater Sebring Chamber of Commerce for the filing fee of \$70.00

Please let me know if anything further is required.

Sincerely,

  
Allon R. Fish  
Secretary of the Corporation  
Treasurer  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB 22 AM 11:55

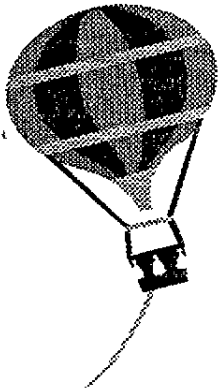
FILED

FEB 22 1999

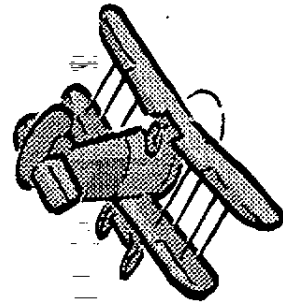
Mail

6





GREATER SEBRING FESTIVALS, INC.  
309 SOUTH CIRCLE  
SEBRING, FL 33870  
(941) 385-8448 PHONE  
(941) 385-8810 FAX  
e-mail sebcc@ct.net



February 18, 1999

Ms. Pam Hall  
Corporate Records Bureau  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Dear Ms. Hall:

Thank you for the telephone call yesterday regarding the need to add language to the Articles of Incorporation for Greater Sebring Festivals, Inc. in order to comply with requirements of Florida Statutes.

Enclosed, please find the answers to the points you raised as follows:

ARTICLE IV GOVERNANCE: I have added a sentence to this Article that describes how Directors are elected.

ARTICLE XIV REGISTERED AGENT: I have added this article as the last page of the Articles as we discussed.

Please substitute and/or add these pages to that which was previously submitted.

Thank you for your assistance in this matter. Please let me know if there is anything else needed in order to file the Articles for this new corporation.

Sincerely,

Allon R. Fish  
Secretary/Treasurer



ARTICLES OF INCORPORATION  
OF  
GREATER SEBRING FESTIVALS, INC.

FILED

99 FEB 22 AM 11:55

The undersigned hereby adopt and execute these Articles of Incorporation for the purpose of forming a not-for-profit corporation under provisions contained in Chapter 617 of the Florida Statutes and under provisions contained in the Internal Revenue Service Code 501 ( c ) 6, latest revised.

STATE OF FLORIDA  
TALLAHASSEE

ARTICLE I NAME

The name of this corporation shall be Greater Sebring Festivals, Inc.

ARTICLE II PURPOSE

The purpose of this corporation shall be, but shall not be limited to, promoting and enhancing the economic and social advancement of the community by planning, organizing, promoting, coordinating and managing activities that will attract people to the community for one or more days for events such as festivals and fairs and other economy-stimulating programs and activities that will increase and/or stabilize business in the area it serves. The corporation shall be non-partisan and non-sectarian in the conduct of its business.

ARTICLE III DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE IV LOCATION

The principal place of business of this corporation shall be that of the Registered Agent of the corporation as appointed by the Board of Directors. The physical and mailing address of the corporation as of the date these Articles of Incorporation are adopted is 309 South Circle, Sebring, Florida, 33870.

ARTICLE V MEMBERS

The corporation shall have members and shall have no stockholders. Membership in the corporation shall be on such terms as are set forth in the Bylaws of the corporation.

ARTICLE VI GOVERNANCE

All business, property and affairs of the corporation shall be under the control of and managed by, the Officers and Board of Directors of the corporation. Composition of the Board of Directors and Officers shall be as set forth in the Bylaws of the corporation. The Bylaws of the corporation may be amended, revised or rescinded by the Board of Directors of the corporation at any regular or special meeting called for that purpose provided however, that all members of the corporation in good standing must be sent a minimum of seven (7) days advance notice of the date, time and location of such meeting and the detailed purposed for which the meeting is called. Members of the Board of Directors shall be elected in accordance with provisions contained in the Bylaws of the corporation.

ARTICLE VII RIGHTS, LIABILITIES AND INUREMENT

No member, director, officer or employee of the corporation shall have any right, title or interest in or to any property of the corporation. Private property of members, directors, officers and employees of the corporation shall be exempt from liability for any debt or other liabilities of the corporation. No part of the earnings of the corporation shall inure to the benefit of, or be distributed to any member, director, officer or employee of the corporation or any other individual except as may be paid as compensation for services rendered. No commitments on behalf of the corporation, financial or otherwise, may be made by any member, director, officer or employee except as has been approved in advance by a majority of the Board of Directors or Executive Committee of the Board of Directors.

#### ARTICLE VIII MEETINGS AND FISCAL YEAR

The Annual Meeting of the corporation shall be held within thirty (30) days before or after the end of the corporation fiscal year, which shall be December 31<sup>st</sup> of each year. The Annual Meeting and any other meetings of members, directors and officers shall be called and held under provisions as set forth in the Bylaws of the corporation.

#### ARTICLE IX QUORUM

A quorum at any regular or special meeting of the members, the Board of Directors or the Executive Committee of the Board of Directors shall be a simple majority.

#### ARTICLE X NAMES OF INITIAL DIRECTORS AND OFFICERS

Those individuals having agreed to serve as the initial Board of Directors and Officers of the corporation are:

James Hyatt, Jr., President & Director, Sebring, Florida  
Allon R. Fish, Secretary/Treasurer & Director, Sebring, Florida  
Alan J. Wildstein, Director, Sebring, Florida  
Michael Swaine, Director, Sebring, Florida  
Steve Roberts, Director, Avon Park, Florida

#### ARTICLE XI REGISTERED AGENT

The name and address of the Registered Agent of the corporation as of the date of incorporation is:

Allon R. Fish  
309 South Circle  
Sebring, FL 33870

#### ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended, rescinded or revised at any regular or special meeting of members, provided however that notice of the proposed action to be taken and the meeting date, time and location is sent to all members in good standing at their last known address of record, as furnished by the member, at least seven (7) days in advance of the meeting.

ARTICLE XIII DISSOLUTION

In the event of dissolution, any residual assets of the corporation shall be turned over to one or more organizations described in Section 501 ( c ) of the Internal Revenue Service Code of 1994 or corresponding sections of any prior or future statute, or to the Federal, State or Local Government for exclusive public purpose.

IN WITNESS WHEREOF, we the undersigned do hereunto set hand and cause the seal of the corporation to be affixed hereto.

BY: James Hyatt, Jr., President DATE: January 30, 1999

ATTEST: Allon R. Fish, Secretary/Treasurer DATE: January 30, 1999

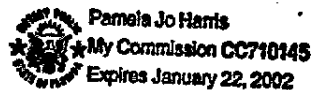
STATE OF FLORIDA  
COUNTY OF HIGHLANDS

Sworn to and subscribed before me this 1<sup>st</sup> day of February 1999, by Allon R. Fish who is personally known to me or who has produced personally known as identification.

(Affix notary seal)

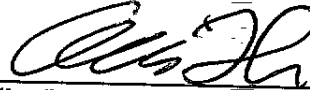
Pamela Jo Harris  
Signature of Notary Public, State of Florida

My commission expires \_\_\_\_\_



ARTICLE XIV REGISTERED AGENT

By my signature affixed on this page and the prior page, I, Allon R. Fish, Secretary/Treasurer of the corporation hereby accept the appointment of the Board of Directors to serve as Registered Agent for the corporation. I am familiar with the State of Florida statutory requirements for serving as the Registered Agent for a corporation and will abide by and carry out the requirements of those statutes.



Allon R. Fish

FILED

99 FEB 22 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA