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BRUCE E. STUTSMAN
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NINA M. LAFLEUR
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TELEPHONE
904-358-4000
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April 22, 1999

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*****78.75 *****78.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of St. Augustine Fly Fishing Club,
Inc.

Dear Sir/Madam:

Enclosed are the following documents:

1. An original and one copy of the Articles of Incorporation of St. Augustine Fly Fishing Club, Inc.; and
2. An original and one copy of a Certificate Designating Registered Agent and Registered Office.

We would appreciate your filing the originals of these documents and returning date stamped copies to us in the enclosed envelope. Enclosed is our check for \$78.75 to cover the filing fees and the cost of obtaining a certificate of status for the corporation.


Very truly yours,


Nina M. LaFleur

NML/bms
Enclosures

25078

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99 APR 26 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/28/99


ARTICLES OF INCORPORATION
OF
ST. AUGUSTINE FLY FISHING CLUB, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be St. Augustine Fly Fishing Club, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the corporation shall be 58 Spanish Street, St. Augustine, Florida.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are:

(a) To exist and operate solely for scientific, educational, and charitable purposes within the meaning of Section 501© (3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate without regard to race, age, sex or national origin;

© To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(d) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501© (3) of the Code.

ARTICLE IV - MEMBERS

The initial Members of the Corporation shall be:

- (a) Jimmy Richerson
- (b) Don Edwards
- © Nina M. LaFleur
- (d) Sue Richerson
- (e) Chip Owen
- (f) Dave Pone
- (g) Mike Hirschman

The method of election of the Members shall be as stated in the Bylaws of the Corporation.

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ARTICLE V - POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501© (3) or the code or by an organization, contributions to which are deductible under Section 170 of such Code.

ARTICLE VI - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501© (3) Code.

ARTICLE VII - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members. The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. The following persons shall constitute the initial Board of Directors:

- (a) Jimmy Richerson
- (b) Don Edwards
- © Nina M. LaFleur
- (d) Sue Richerson
- (e) Chip Owen
- (f) Dave Pone
- (g) Mike Hirschman

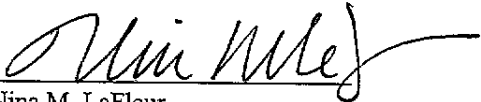
ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Nina M. LaFleur, 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32212.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are Nina M. LaFleur, 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32212.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of April, 1999.


Nina M. LaFleur
Incorporator

ACKNOWLEDGMENT

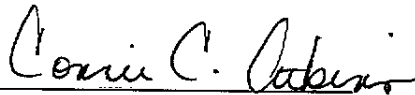
STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 21 day of April, 1999 by Nina M. LaFleur. She is personally known to me and did not take an oath.



Connie C. Atkins
MY COMMISSION # CC818420 EXPIRES
April 4, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public for the State
of Florida at Large

My Commission Expires


Commission Number:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

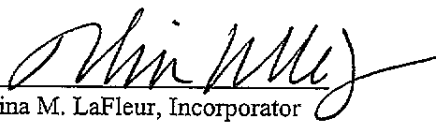
Pursuant to the provisions of Section 617.0501, Florida Statutes, St. Augustine Fly Fishing Club, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is St. Augustine Fly Fishing Club, Inc.
2. The name and address of the registered agent and office are Nina M. LaFleur, 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32212.


Nina M. LaFleur, Incorporator
Date: 4-22-99

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Nina M. LaFleur, Incorporator

Date: 4-22-99

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