

Law Office
of
G.W.S. SIMPSON III, P.A.

431 Canal Street, New Smyrna Beach, Florida 32168 (904) 427-2360

May 21, 1999

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

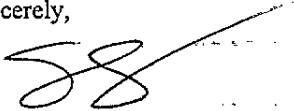
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Dear Clerk:

Please record the enclosed Articles of Incorporation and return two copies to our office. Our client's check in the amount of \$70.00, check No. 1440 is also enclosed.

If you have any questions please contact our office.

Sincerely,



G.W.S. Simpson III

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enclosures

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ARTICLES OF INCORPORATION
of
New Smyrna Holiday Charity Ball, Inc.
(A Florida Not For Profit Corporation)

The undersigned, a citizen of the United States, for the purpose of forming a corporation under the FLORIDA NOT FOR PROFIT CORPORATION ACT, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be: *New Smyrna Holiday Charity Ball, Inc.*

ARTICLE II-PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2428 S. Glencoe Road, New Smyrna Beach, 32168.

ARTICLE III - PURPOSE

The specific purpose(s) for which the corporation is organized are:

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In connection therewith the corporation may hold fund raisers, including dances, to raise funds.

ARTICLE IV - POWERS

This corporation shall have and exercise all rights and powers conferred on corporations not for profit generally under the laws of the State of Florida. Provided, however, that the corporation is not empowered to engage in any activity which is not itself in furtherance of its purposes as set forth in paragraphs (a) and (b) of this Article, not is it empowered to engage in any activities mentioned in paragraphs (d) and (e) of this Article.

For the purpose of carrying out its objects and purposes, the corporation may acquire, receive and hold in its own name, by purchase, gift, grant or bequest, any real or personal property, and may transfer, sell, mortgage, convey, let or otherwise use the same subject to and in accordance with these articles of incorporation and any bylaws of the corporation hereafter adopted, consistent with the purposes for which the corporation is formed.

ARTICLE V - NON-STOCK CORPORATION

This corporation is organized upon a non-stock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

ARTICLE VI - NO PRIVATE BENEFITS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 Third hereof. No substantial part of the activities of the corporation shall be 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VIII REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

***JIMMIE KAYE WIDMANN
2428 S. Glencoe Rd.
New Smyrna Beach, FL 32168***

The board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE IX - MEMBERSHIP

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the by-laws.

This corporation shall have one (5) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time as set forth in the By-laws adopted by the Board of Directors, but shall never be less than three (3).

ARTICLE XI - INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Jimmie Kaye Widmann, 2428 S. Glencoe Road, New Smyrna Beach, 32168.
Geri Strycharz, 4390 Saxon Drive, New Smyrna Beach, FL 32169
Barabara T. Vasquez, 71 Lake Fairgreen Circle, New Smyrna Beach, FL 32168.
David Jenkins, #2 Swan Drive, New Smyrna Beach, FL 32168.
G.W.S. Simpson III, 431 Canal Street, New Smyrna Beach, FL 32168.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The manner in which directors are elected or appointed shall be as regulated by the by-laws.

ARTICLE XII - OFFICERS

The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person. Officers shall be elected and serve at the pleasure of the Board of Directors.

ARTICLE XIII - INITIAL OFFICERS

The names of the initial officers of this Corporation and their street addresses are:

President	Jimmie Kaye Widmann, 2428 S. Glencoe Road, New Smyrna Beach, 32168.
Vice President	Geri Strycharz, 4390 Saxon Drive, New Smyrna Beach, FL 32169
Secretary	Barabara T. Vasquez, 71 Lake Fairgreen Circle, New Smyrna Beach, FL 32168.
Treasurer	David Jenkins, #2 Swan Drive, New Smyrna Beach, FL 32168.
Director	G.W.S. Simpson III, 431 Canal Street, Suite A, New Smyrna Beach, FL 32168.

ARTICLE XIV - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

JIMMIE KAYE WIDMANN
2428 S. Glencoe Road
New Smyrna Beach, 32168

ARTICLE XV - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XVI - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XVII - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

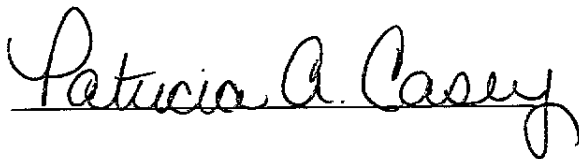
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of May, 1999. I hereby accept designation as registered agent.

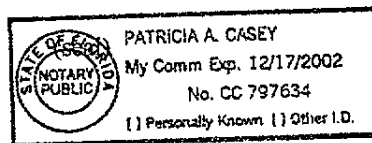


Jimmie Kaye Widmann

STATE OF FLORIDA, COUNTY OF VOLUSIA: BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Jimmie Kaye Widmann, who acknowledged before me that s/he executed those Articles of Incorporation, and produced a Florida drivers license as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19th day of May, 1999.





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