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McLEOD & CANAN, P.A.
ATTORNEYS AT LAW

ROBERT L. (MAC) McLEOD II
PATRICK T. CANAN

43 CINCINNATI AVENUE
ST. AUGUSTINE, FLORIDA 32084

REGINA W. RAY, C.L.A.

ST. AUGUSTINE:
TEL: 904.824.9402
FAX: 904.824.9269

PALATKA:
904.325.1008

November 4, 1999

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

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-11/08/99-01088-002
*****78.75 *****78.75

Re: Project Skate

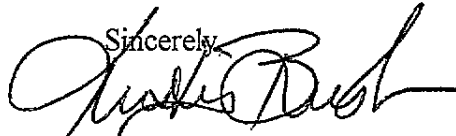
Dear Sir or Madam:

Enclosed for filing please find the *Articles of Incorporation*, along with *Certificate of Designation of Registered Agent/Registered Office* for **Project Skate**. Also enclosed is a self-addressed stamped envelope for a certified copy.

Also enclosed is a check payable to the Division of Corporations in the amount of \$78.75 for the filing fee and one certified copy of the Articles of Incorporation

If you should need any additional information, please contact the office at (904) 824-9402.
Thank you for your assistance in this matter.

Kristy Bush
GAVE
AUTHORIZATION BY PHONE TO
CORRECT. C. J. S. J. Y.
DATE 11-9-99
DOC. EXAM T. B.

Sincerely,

Kristy Bush
Legal Assistant to
Robert L. McLeod II

FILED
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TALLAHASSEE, FLORIDA

Enclosure

/klb

T. Burch NOV 9 1999

ARTICLES OF INCORPORATION

of

PROJECT SKATE, INC.
A NOT-FOR-PROFIT CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I.

NAME OF CORPORATION: The name of the corporation shall be **PROJECT SKATE, INC.**

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS: The principal place of business and mailing address of this corporation shall be as follows:

43 Cincinnati Avenue
St. Augustine, Florida 32084

ARTICLE III.

PURPOSE: The specific purpose for which the corporation is organized is to assist St. Johns County in the creation of a "Skate Park" in St. Johns County, St. Augustine, Florida for recreational activities such as skateboarding and in-line skating.

ARTICLE IV.

MANNER OF ELECTION OF DIRECTORS: The manner in which the directors are elected is provided in the bylaws.

ARTICLE V.

INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and address of the initial registered agent is as follows:

ROBERT L. McLEOD, II
43 Cincinnati Ave.
St. Augustine, Florida 32084

ARTICLE VI.

INCORPORATOR: The name and street address of the incorporators to these Articles of Incorporation for a Business Corporation are as follows:

BILL HAMILTON
1690 A1A South
St. Augustine Beach, Florida 32084

CHRIS WAY
14 Castillo Drive
St. Augustine, Florida 32084

MATT JEFFS
165 Southpark Boulevard, Suite D
St. Augustine, Florida 32086

ROBERT L. McLEOD II
43 Cincinnati Avenue
St. Augustine, Florida 32084

ARTICLE VII.

INITIAL OFFICERS:

President: Bill Hamilton
1690 A1A South
St. Augustine Beach, Florida 32084

Vice President: Matt Jeffs
165 Southpark Boulevard, Suite D
St. Augustine, Florida 32084

Secretary/Treasurer: Robert L. McLeod II
43 Cincinnati Avenue
St. Augustine, Florida 32084

ARTICLE VIII.

Dissolution: In the event of dissolution of the Corporation, any and all assets and funds belonging to the corporation shall be distributed to the St. Johns County Recreation Department for direct application for the maintenance of the county's skate park


IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on this 4th day of November, 1999.

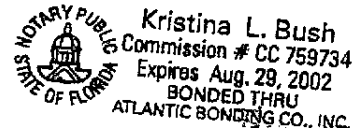

ROBERT L. McLEOD II

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, a Notary Public in and for the above County and State authorized to take acknowledgments, personally appeared ROBERT L. McLEOD II, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, while under oath, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last above written on this 4th day of November, 1999.


NOTARY PUBLIC
My Commission Expires:
Commission No.:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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