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December 3, 1999

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

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Clerk of Court,

Enclosed you will find the copy of the Articles of Incorporation for Brooksville Noon Lions, Inc.
please return the certified copy to: Law Office of Douglas G. Bevins
5370 Spring Hill Drive
Spring Hill, FL 34606

Sincerely;
Crystal White
Legal Secretary

FILED
99 DEC -6 PM 12:56
TALLAHASSEE, FL
SECRETARY OF STATE

12/8
Informed client by letter
of correction to ART-1
Changed to read principal
office.
SHT

Thompson DEC 0 8 1999

**ARTICLES OF INCORPORATION FOR
BROOKSVILLE NOON LIONS, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

Articles of Incorporation of **BROOKSVILLE NOON LIONS, INC.**, a Florida Not For Profit Corporation

The undersigned persons, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is **BROOKSVILLE NOON LIONS, INC.**

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity, and education and for other charitable purposes, by the distribution of its funds for such purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

The corporation is organized upon a non-stock basis as defined in Florida's Not For Profit Corporations Act. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

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TALLAHASSEE, FLORIDA

Article V

The street address of the initial principal office of the corporation is 7468 Horse Lake Road, Brooksville, Florida 34601

The name of its initial registered agent at such address is Helen Havens, 231 Callaway Ave., Spring Hill, FL 34606

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than five nor more than 13, provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on March 2, 2000, at 7468 Horse Lake Road, Brooksville, Florida, at 12:00 p.m., at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 12:00 p.m. on the first Thursday in July of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors is:

Name	Residential Address
Dennis Stafford	320 N. Broad Street, Brooksville, FL 34601
Joyce Cornish	1326 Aladdin Road, Spring Hill, FL 34609
Gary M. Smith	1606 W. CR 478, Webster, FL 33597
George H. Rodriguez	110 S. Brooksville Ave., Brooksville, FL 34601
Helen Havens	231 Callaway Ave., Spring Hill, FL 34606
Carolyn Morse	1251 Aladdin Road, Spring Hill, FL 34609
Edward D. Morse, Jr.	1251 Aladdin Road, Spring Hill, FL 34609
Sandra Nicholson	24065 Wilkes Ct., Brooksville, FL 34601

Article VII

The name and address of each incorporator are:

Name	Address
Dennis Stafford	320 N. Broad St., Brooksville, FL 34601
Helen Havens	231 Callaway Ave., Spring Hill, FL 34606

Article VIII

The board of directors shall elect the following officers: President, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Dennis Stafford - President
Joyce Cornish - Vice President
Gary M. Smith - 2nd Vice President
George H. Rodriguez - 3rd Vice President
Edward D. Morse, Jr. - Secretary
Carolyn Morse - Treasurer

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a majority vote of a quorum of members of the corporation.

I, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 10 day of November, 1999.

Dennis Stafford
Dennis Stafford – Incorporator

Helen S. Havens
Helen Havens – Incorporator

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing Articles of Incorporation for Brooksville Noon Lions, Inc. was acknowledged before me this 10 day of November, 1999 by the above person, Dennis Stafford, who is personally known to me or who has produced FL DL as identification.



F.E. LAMOUREUX
MY COMMISSION EXPIRES
September 27, 2002
Comm. No. CC778465
BONDED THRU TROY FAIN INSURANCE, INC.

F.E. Lamoureux
Signature of Notary

F. E. LAMOUREUX
Printed Name of Notary

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing Articles of Incorporation for Brooksville Noon Lions, Inc. was acknowledged before me this 10 day of Nov., 1999 by the above person, Helen Havens, who is personally known to me or who has produced _____ as identification.

F.E. Lamoureux
Signature of Notary

Printed Name of Notary



F.E. LAMOUREUX
MY COMMISSION EXPIRES
September 27, 2002
Comm. No. CC778465
BONDED THRU TROY FAIN INSURANCE, INC.

Acceptance of Designation as Registered Agent

Having been named as Registered Agent and to accept service of process for:


Brooksville Noon Lions, Inc.

My name and Address are:

**Helen Havens
231 Callaway Ave.
Spring Hill, FL 34606**

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 am familiar with and accept the obligations of my position as registered agent.

Signed on the 10th day of November 1999.


Helen Havens

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TALLAHASSEE FL 32309