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JACOBS & ASSOCIATES, P.A.

ATTORNEYS AT LAW

401 CENTRE STREET
THE HISTORIC POST OFFICE BUILDING
SECOND FLOOR

FERNANDINA BEACH, FLORIDA 32034

December 22, 1999
TELEPHONE (904) 261-3693
FAX NO. (904) 261-7879

MAILING ADDRESS

POST OFFICE BOX 1110
FERNANDINA BEACH, FL 32035-1110

JACOBS
BAUER

OF COUNSEL
CLINCH KAVANAUGH

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: ST. MARY'S RIVER OPTIMIST CLUB OF NASSAU COUNTY, INC.

Dear Sir:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed for the filing of same.

Please file the original of the enclosed Articles of Incorporation and return a stamped copy to the undersigned.

Sincerely yours,


Arthur I. Jacobs

AJ/bs

Enclosures

FILED
99 DEC 23 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC 30 1999

ARTICLES OF INCORPORATION

OF

ST. MARY'S RIVER OPTIMIST CLUB OF NASSAU COUNTY, INC.
A Non-Profit Corporation

FILED
99 DEC 23 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a non-profit corporation under the provisions of Florida Statutes, Chapter 617, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

Name

The name of this Corporation shall be:

ST. MARY'S RIVER OPTIMIST CLUB OF NASSAU COUNTY, INC.

ARTICLE II.

Term of Existence

The duration of this association shall be perpetual.

ARTICLE III.

Initial Address

The initial address of the principal office of the Association is

ST. MARY'S RIVER OPTIMIST CLUB OF NASSAU COUNTY, INC.
2547 Vontz Way
Callahan, Florida 32011

ARTICLE IV.

Purposes

(a) This corporation shall operate exclusively for such charitable purposes as will qualify the corporation as an exempt organization under Sections 501(c) (3) and (4) 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.

(b) This corporation shall not 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 V.

Membership

The provision for qualification of members and the manner of their admission is to be provided for in the bylaws.

ARTICLE VI.

Management of Corporate Affairs

(a) **Board Of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation and their terms and duties shall be as outlined in the By-Laws of the corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members 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 of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office.

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 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 Directors. Any certificate or other document filed under any provision of law which 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 and the Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

NAME & OFFICE

Tom Williams, President
2547 Vontz Way
Callahan, Florida 32011

Jim Adams, 1st Vice President
Rt. 2, Box 1441
Bryceville, Fl. 32009

Carla Higginbotham, 2nd Vice President
2765 Old Baldwin Rd.
Callahan, Florida 32011

Beth Reynolds, Secretary/Treasurer
3530 Snyder Road
Callahan, Florida 32011

Brenda Cravey
P. O. Box 235
Callahan, Florida 32011

Le Ann Jackson
Rt. 1, Box 2575
Hilliard, Florida 32046

Barbara Geiger
4577 Ratliff Rd.
Callahan, Florida 32011

Vivian Ritsma
P. O. Box 609
Hilliard, Florida 32046

Earl K. Tindall
P. O. Box 361
Hilliard, Florida 32046

Gail Dugger
6641 Sherry Rd.
Callahan, Florida 32011

(b) **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, 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.

NAME & OFFICE

Tom Williams, President
2547 Vontz Way
Callahan, Florida 32011

Jim Adams, 1st Vice President
Rt. 2, Box 1441
Bryceville, Fl. 32009

Carla Higginbotham, 2nd Vice President
2765 Old Baldwin Rd.
Callahan, Florida 32011

Beth Reynolds, Secretary/Treasurer
3530 Snyder Road
Callahan, Florida 32011

ARTICLE VII.

Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, 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 IV hereof.

(b) No part of the activities of the corporation 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 any candidate for public office.

(c) 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 of 1986 for the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII.

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

Subscribers

The name and address of the Subscriber of this corporation is as follows:

Tom Williams
2547 Vontz Way
Callahan, Florida 32011

ARTICLE X.

BY-LAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, 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 XI.

Registered Agent and Office

The address of the corporation's registered agent is

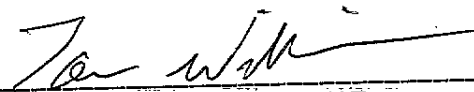
Tom Williams
2547 Vontz Way
Callahan, Florida 32011

ARTICLE XII.

Amendments to Articles

Amendments to these Articles of Incorporation may be proposed by any member of the association. These articles may be amended at any annual meeting of the association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of each class of members existing at the time of, and present at such meeting.

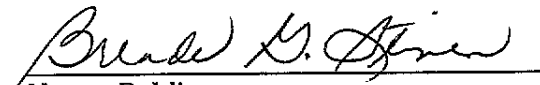
IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal this December 21, 1999, for the purpose of forming this corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein are true.



STATE OF FLORIDA
COUNTY OF NASSAU

Before me, personally appeared this day TOM WILLIAMS the party to the foregoing Articles of Incorporation, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing as his voluntary act and deed and that the facts set forth therein are true and correct and who is personally known to me or who produced _____ as identification.

WITNESS my hand and official seal in NASSAU COUNTY, INC., Florida, this December 21, 1999.



Notary Public

My Commission Expires:



Brenda G. Stivers
MY COMMISSION # CC512618 EXPIRES
February 28, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
99 DEC 23 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following
submitted in compliance with said sections:

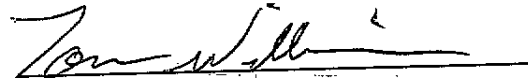
ST. MARY'S RIVER OPTIMIST CLUB OF NASSAU COUNTY, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in
the Articles of Incorporation, at NASSAU COUNTY, INC., Florida, has named TOM WILLIAMS as
its registered agent to accept service of process within this state, who is located at the following
registered office:

Tom Williams
2547 Vontz Way
Callahan, Florida 32011

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of
accepting service of process at the registered office designated in this certificate, I hereby accept
such appointment and agree to act in such capacity. I agree to comply with the provisions of
said section relative to keeping open the registered office.


Registered Agent