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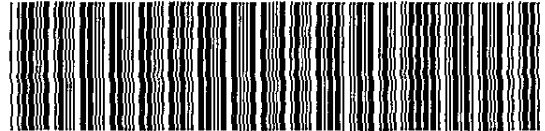
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Art.

04 OCT 25 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**MORRIS, CARY,
ANDREWS & TALMADGE, LLC**

ATTORNEYS AT LAW

JOSEPH A. MORRIS¹
TRACY W. CARY²
S. MARK ANDREWS³
DAN TALMADGE¹
CORY H. DRIGGERS³

3334 Ross Clark Circle
Post Office Box 1649
Dothan, Alabama 36302
Tel 334 792 1420
Fax 334 673 0077
www.mcatlaw.com

October 20, 2004

Department of State
Division of Corporations
Attention: Susan Payne
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Blackwater Plantation, Inc.*

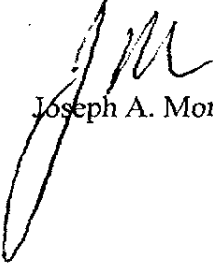
Dear Ms. Payne:

Enclosed for filing with the Secretary of State is the Dissolution of the Florida non-profit corporation of Blackwater Plantation, Inc.; the Affidavit releasing the name to be used by the for-profit corporation of the same name, and the Articles of Incorporation for the profit corporation of Blackwater Plantation, Inc. We understand that you have retained our previous check in the amount of \$35.00 to be used for the fee for the articles of dissolution. Accordingly, I am also enclosing a check for an additional \$70.00 for the fee to file the Articles of Incorporation for the profit corporation. I would appreciate you acknowledging receipt of the amended articles by file stamping the enclosed copy and returning the same to us in the enclosed self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

MORRIS, CARY, ANDREWS, & TALMADGE, LLC


Joseph A. Morris

JAM:slw
Enclosure

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06 OCT 25 AM 10:17
DIVISION OF CORPORATIONS

STATE OF Alabama)
COUNTY OF Houston)

AFFIDAVIT OF RELEASE OF NAME

Before me, the undersigned, personally appeared Larry L. Morris, who
being first duly sworn, deposes and says as follows:

My name is Larry L. Morris. I am over the age of 21 and I have personal
knowledge of all the facts and circumstances stated herein. I the incorporator of the non-profit
Blackwater Plantation, Inc., and having full authority therein, hereby release the name Blackwater
Plantation, Inc., to be used by the profit corporation, as set out in the attached Articles of
Incorporation.

Further the affiant sayth not. Dated this the 20th day of October, 2004.

Larry L. Morris

Sworn to and subscribed before me on this the 20th day of October, 2004.

Cheryl L. Watney, CA

Notary Public

My Commission Expires: 10-15-08

ARTICLES OF INCORPORATION
OF
BLACKWATER PLANTATION, INC.

The undersigned, acting as incorporators of a corporation in compliance with Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is BLACKWATER PLANTATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office of the corporation shall be:

Mailing Address:
P.O. Box 1297
Destin, Florida 32541

Physical Address:
114500 Bryant Bridge Road
Holt, Florida 32564

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III
PURPOSE OF CORPORATION

The purposes for which the corporation is organized are as follows:

- (1) To operate and manage a gaming (hunting and fishing) club; and
- (2) In addition to the object aforesaid, this corporation shall have the power to conduct and carry on any business or activity not prohibited by law nor required by law to be specifically stated in these articles.

ARTICLE IV
MANNER OF ELECTION

The Board of Directors shall be appointed annually each year on or before the first Monday in February by a majority vote of the current directors. The directors will serve a one year term with the first appointment of Directors to occur on or before February 7, 2005. Until that time the Directors shall be the individuals set out in this

document. The number of Directors may be increased to a maximum of five (5) if agreed upon by a majority of the Directors.

ARTICLE V **INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation shall be three and the name and address of these people who are to serve as directors until the first annual meeting of shareholders or until their successors are appointed and shall qualify are:

	<u>Name</u>	<u>Address</u>	<u>Title</u>
1.	Larry L. Morris	4 Cahaba Court Destin, Florida 32541	President
2.	Michael E. Raim	501 Highway 98 East Destin, Florida 32541	Secretary/Treasurer
3.	Joseph A. Morris	102 Blumberg Rd Dothan, Alabama 36301	Vice President

ARTICLE VI **REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Larry L. Morris
4 Cahaba Court
Destin, Florida 32541

ARTICLE VII **CAPITAL STOCK**

The aggregate number of shares, which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock of the par value of \$1.00 per share, paid in full, and with which the corporation shall commence business.

ARTICLE VIII
INCORPORATORS

The name, address, and number of shares, of the incorporators are:

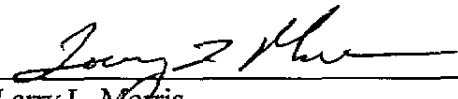
	<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
1.	Larry L. Morris	4 Cahaba Court Destin, Florida 32541	260
2.	Michael E. Raim	501 Highway 98 East Destin, Florida 32541	260

ARTICLE IX
EFFECTIVE DATE

The effective date of this corporation shall be October 25, 2004.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this the 20th day of October, 2004



Larry L. Morris
Registered Agent / Incorporator

Prepared By: Joseph A. Morris,
Morris, Cary, Andrews, Talmadge, & Jones, LLC
P. O. Box 1649
Dothan, Alabama 36302-1649