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STORACE, LUPINO & GREGG
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

5975 SUNSET DRIVE • SUITE 504

MIAMI, FLORIDA 33143

(305) 661-4221

FAX NO. 665-2334

MICHAEL R. STORACE, P.A.
JAMES S. LUPINO, P.A.
MARK H. GREGG, P.A.

KEY LARGO

100360 OVERSEAS HIGHWAY
KEY LARGO, FLORIDA 33037
(305) 451-1200 FAX NO. 451-1256
(305) 248-8848 MIAMI DIRECT LINE

September 5, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-09/08/97--01041--009
****122.50 ****122.50

Re: HOMESTEAD FEST, INC.
O/F# 97-6119
Gentlemen:

Enclosed please find the following to set up the above referenced corporation.

1. Original Articles of Incorporation of HOMESTEAD FEST, INC., and one copy for a certified copy to be returned to the undersigned.
2. Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served.
3. Law Offices of Michael R. Storace, P.A. check # 10109 in the sum of \$122.50 to set up corporation.

If you have any questions, please contact the undersigned at (305) 661-4221.

Thank you for your courtesies.

Sincerely,


Michael R. Storace
MRS/5200.mjr

cc: Glenn Dunn

SEP 8

BSB

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97 SEP -8 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HOMESTEAD FEST, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: **HOMESTEAD FEST, INC.**

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do including, without limitation to conduct conferences, concerts and/or other meetings, gatherings, seminars and other programs and/or services intended to promote community, family values, and fellowship.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes as amended, not forbidden by the laws of the State of Florida.

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural which is not specifically prohibited by the laws of the State of Florida, United States of America any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of

the United States, and in all foreign countries.

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Seven Hundred Fifty (750) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holder of the outstanding shares of stock.

ARTICLE V

Duration

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he may already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Initial Office

The street address of the initial registered office and the principal office of this corporation is 155 N.W. 15th Street, Homestead, Florida, 33030, and the name of the initial registered agent of this corporation at that address is Glenn Dunn.

ARTICLE VIII

Directors

The initial number of directors of this corporation shall be three (3). The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Glenn Dunn	155 N.E. 15th Street Homestead, FL 33030

ARTICLE X

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted.

ARTICLE XI

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) of any of them shall be open to inspection of stockholders; and no document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The Corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have on or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated this 5th day of Sept., 1997.



GLENN DUNN

STATE OF FLORIDA)
COUNTY OF DADE) SS:

THE foregoing instrument was acknowledged before me this 5th day of September, 1997 by GLENN DUNN who is personally known to me or who has produced FLA. Drivers License D500-827-62-305-0 as identification.



MARJORIE REIGN
My Commission CC478308
Expires Jul. 06, 1999
Bonded by HAI
800-422-1555

Marjorie Reign
NOTARY PUBLIC

MARJORIE REIGN
PRINT NAME

7-6-99
COMMISSION EXPIRES

5198.mjr

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First That HOMESTEAD FEST, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF HOMESTEAD,
STATE OF FLORIDA, HAS NAMED GLENN DUNN, LOCATED AT 155 N.E. 15TH
STREET, HOMESTEAD, FLORIDA 33030, CITY OF HOMESTEAD, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE x T. Glenn Dunn

TITLE: President

DATE: September 5, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

T. Glenn Dunn
Glenn Dunn, as Registered Agent

Dated: September 5, 1997

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA