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DEAN, MEAD, EGERTON, BLOOSWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

FILED

P. O. BOX 2346  
ORLANDO, FLORIDA 32802-2346

800 NORTH MAGNOLIA AVENUE  
SUITE 1500  
ORLANDO, FLORIDA 32803

WRITER'S DIRECT DIAL NO.  
(407) 428-5119

November 13, 1997

97 NOV 17 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
(407) 841-1200  
FAX (407) 423-1831

Florida Department of State  
Division of Corporations  
Attention: New Filing Section  
P. O. Box 6327  
Tallahassee, FL 32314

700002349437--3  
-11/17/97--01139--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation of Osceola County Fair, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation of Osceola County Fair, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

After the Articles of Incorporation have been filed with your office, please return the certified copy to this office. If you have any questions regarding this filing, you should contact the undersigned.

Sincerely,

*Mary F. Hendle*  
Mary F. Hendle, Legal Assistant

:mff

Enclosures (3)

cc: Gus Benitez w/o enclosure  
Steven C. Lee, Esq.

P. Hall  
NOV 19 1997

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**ARTICLES OF INCORPORATION**

**OF**

**OSCEOLA COUNTY FAIR, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Osceola County Fair, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation shall be located at 7120 Lake Ellenor Drive, Orlando, Florida 32809. The mailing address of the Corporation shall be Post Office Box 55, Orlando, Florida 32803.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE**

**AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 7120 Lake Ellenor Drive, Orlando, Florida 32809. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is

Agustin J. Benitez. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
E. Jay Strates	7120 Lake Ellenor Drive Orlando, Florida 32809

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
E. Jay Strates	7120 Lake Ellenor Drive Orlando, Florida 32809
Susan Strates Magid	7120 Lake Ellenor Drive Orlando, Florida 32809
Sibyl Strates Doremus	7120 Lake Ellenor Drive Orlando, Florida 32809

#### ARTICLE VII- PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 17<sup>th</sup> day of November, 1997.

  
\_\_\_\_\_  
E. Jay Strates

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
\_\_\_\_\_  
Agustin J. Benitez

Date: November 17, 1997