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KEITH WATSON  
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REPLY TO:  
2500 MONUMENT ROAD, SUITE 201

October 23, 1998

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

RE: River City Inland Guides, Inc.

700002671907--3  
-10/26/98--01032--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed please find the original plus one copy of the Articles of Incorporation for River City Inland Guides, Inc. for filing with the Florida Secretary of State. I am also enclosing our firm check in the amount of \$70.00 for your fee along with a return envelope for return of one filed copy to me.

Should you have any questions or concerns, please feel free to contact me.

Very truly yours,

*Debbie Ray*

Debbie Ray  
Senior Paralegal

Debbie Ray GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA address, heading RA page  
DATE 10/29  
DOC. EXAM DD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 11:14

B. BROCK OCT 29 1998

208 PONTE VEDRA PARK DR., SUITE 101  
PONTE VEDRA BEACH, FL 32082  
(904) 273-7009  
FAX (904) 273-6369

3030 HARTLEY ROAD, SUITE 290  
JACKSONVILLE, FLORIDA 32257  
(904) 260-6629  
FAX (904) 260-5123

1566 DUNN AVENUE, SUITE 2  
JACKSONVILLE, FLORIDA 32218  
(904) 757-7830  
FAX (904) 757-7527

2500 MONUMENT ROAD, SUITE 201  
JACKSONVILLE, FLORIDA 32225  
(904) 641-2720 / (904) 724-6333  
FAX (904) 641-6506

ARTICLES OF INCORPORATION

FOR

RIVER CITY INLAND GUIDES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is RIVER CITY INLAND GUIDES, INC.

**ARTICLE TWO**

The duration of the corporation is perpetual.

**ARTICLE THREE**

The general purposes for which the corporation is organized are:

1. To engage in the business of being a fishing guide for inland waterways of North Florida and, to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

**ARTICLE FIVE**

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

| <u>NAME</u>       | <u>SHARES</u> |
|-------------------|---------------|
| Joseph P. Gaither | 50            |
| Lisa A. Gaither   | 50            |

**ARTICLE SIX**

The street address of the corporation is 7650 N. Laura Street, Jacksonville, Florida 32208. The mailing address of the corporation is Post Office Box 28071, Jacksonville, Florida 32226-8071.

**ARTICLE SEVEN**

The number of directors constituting the initial board of directors of the corporation is two (2). The

name, address and title of each person who is to serve as a member of the initial board of directors are:

| <u>NAME</u>   | <u>ADDRESS</u>                                 |
|---|--|
| Joseph P. Gaither<br>President                                | 7650 N. Laura Street<br>Jacksonville, FL 32208 |
| Lisa A. Gaither<br>Vice President, Treasurer<br>and Secretary | 7650 N. Laura Street<br>Jacksonville, FL 32208 |

#### ARTICLE EIGHT

The name and address of each incorporator are:

| <u>NAME</u>       | <u>ADDRESS</u>                                 |
|-------------------|--|
| Joseph P. Gaither | 7650 N. Laura Street<br>Jacksonville, FL 32208 |
| Lisa A. Gaither   | 7650 N. Laura Street<br>Jacksonville, FL 32208 |

#### ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 51% majority vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this \_\_\_\_\_ day of October, 1998.

WITNESSES:

Deborah R. Ray  
Deborah R. RAY  
Lana F. Thomas  
Lana F. Thomas

INCORPORATOR:

Joseph P. Gaither  
Joseph P. Gaither  
Lisa A. Gaither  
Lisa A. Gaither

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Joseph P. Gaither and Lisa A. Gaither, to me known to be the person described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of October, 1998.



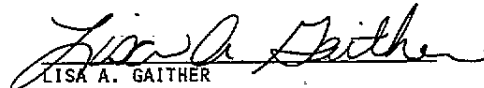
Deborah R. Ray  
MY COMMISSION # CC620434 EXPIRES  
February 19, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

Deborah R. Ray  
Notary Public, State of Florida  
My Commission Expires:  
SEAL

INITIAL REGISTERED AGENT OF River City Inland Guides, Inc.

The mailing address of the initial registered agent of the corporation is 7650 N. Laura Street, Jacksonville, FL, and the name of its initial registered agent at such address is Lisa A. Gaither.

By her signature below, Lisa A. Gaither accepts designation as registered agent of RIVER CITY INLAND GUIDES, INC.

  
LISA A. GAITHER

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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