

**Locklin
& Jones, P.A.**
ATTORNEYS AT LAW

Handwritten: 1000000000 4077

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

FILED
00 JUN 15 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 14, 2000

AIRBORNE

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FLORIDA 32399

Re: Pace Area Recreation for Kids, Inc.

Dear Sirs:

Enclosed are an executed original and one copy of the Articles of Incorporation of Pace Area Recreation for Kids, Inc., and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	8.75

Total	\$ 78.75	700003291887--5
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		*****78.75 *****78.75

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,

Sheila T. Taylor
Assistant to Angela J. Jones

AJJ/stt
Enclosures

ARTICLES OF INCORPORATION
OF
PACE AREA RECREATION FOR KIDS, INC.

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TALLAHASSEE, FLORIDA

A Not-for-Profit Corporation

ARTICLE I - NAME

The name of this corporation is PACE AREA RECREATION FOR KIDS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

(1) PACE AREA RECREATION FOR KIDS, INC., is organized to facilitate the building and maintenance of a park in Pace, Florida, and all other lawful business.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an example organization under Internal Revenue code Section 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for

public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as that statute may be amended.

ARTICLE IV - DIRECTORS

There shall be four members of the initial Board of Directors of the corporation. The method of electing Directors shall be as stated in the By-Laws of the corporation. There shall be no less than three members of the Board of Directors. The names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Angela B. Brown	3577 Sweet Bay Drive Pace, Florida 32571
Mary Stewart Fortune	4960 Forest Creek Drive Pace, Florida 32571
Tony V. Brown	3577 Sweet Bay Drive Pace, Florida 32571
Terry L. Fortune	4960 Forest Creek Drive Pace, Florida 32571

ARTICLE V - MEMBERSHIP

Membership in the Corporation shall be governed by the By-Laws and the Corporation is formed on a non-stock basis.

ARTICLE VI - REGISTERED OFFICE

AND REGISTERED AGENT

The initial registered office, principal office, and mailing address of the corporation shall be located at 4557 Chumuckla Highway, Pace, Florida 32571. The initial registered agent of the corporation at that address shall be Angela J. Jones.

ARTICLE VII - INCORPORATORS

The names and addresses of the subscribers and incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Angela B. Brown	3577 Sweet Bay Drive Pace, Florida 32571
Mary Stewart Fortune	4960 Forest Creek Drive Pace, Florida 32571

ARTICLE VIII - OFFICERS

Section 1. The officers and agents of the corporation shall be a President, Vice-President, Secretary and Treasurer and any such other officers or agents as may be provided by the By-Laws or appointed and authorized by the Directors.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be by majority vote of the Board of Directors or by majority vote of the Members.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended by an affirmative vote of 2/3 of the members of the corporation present at a meeting duly called for that purpose. Notice for a meeting called for the purpose of amending these Articles of Incorporation shall be satisfied if the date, time and place of the meeting is announced at a regular meeting of the corporation at least seven (7) days in advance of the meeting.

IN WITNESS WHEREOF, I have subscribed my name this the 13th day of June, 2000.

Angela B. Brown
Angela B. Brown

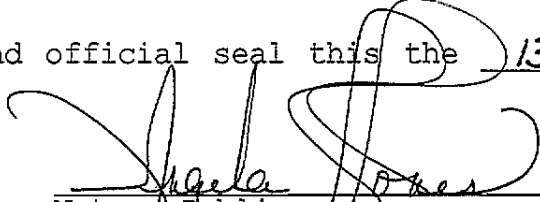
Mary Stewart Fortune
Mary Stewart Fortune

STATE OF FLORIDA

COUNTY OF SANTA ROSA

Before me, the undersigned Notary Public in and for the State of Florida at large, personally appeared Angela B. Brown and Mary Stewart Fortune before me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of **Pace Area Recreation for Kids, Inc.**, and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

Given under my hand and official seal this the 13th day of June, 2000.



Notary Public
My Commission expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED

00 JUN 15 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

PACE AREA RECREATION FOR KIDS, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Pace, Santa Rosa County, Florida, has named Angela J. Jones, Esquire, Locklin & Jones P.A., 4557 Chumuckla Highway, Pace, Florida 32571, as agent to accept service of process within the state.

Dated this the 13th day of June, 2000.

PACE AREA RECREATION FOR KIDS, INC.

BY:

Angela B. Brown
Angela B. Brown

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Angela J. Jones
Angela J. Jones, Esquire