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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ORDER DATE : January 14, 2002

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ORDER NO. : 689295-005

CUSTOMER NO: 81414A

CUSTOMER: Gary I. Christian, Esq
Rumph Stoddard Christian

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Suite 101, 3100 Building
3100 University Boulevard S.
Jacksonville, FL 32216

EFFECTIVE DATE
01-10-02

DOMESTIC FILING

NAME: I58 PROJECTS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten initials and date: *js* 1/14/02

EFFECTIVE DATE

01/10/03

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
IS8 PROJECTS, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, makes and adopts the following articles of incorporation:

ARTICLE I

Name

The name of the corporation is as follows: **IS8 PROJECTS, INC.**

ARTICLE II

Address

The address of the principal office and the mailing address of the corporation is 422 North 1st Street, Jacksonville Beach, Florida 32250.

ARTICLE III

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 3100 University Boulevard, S., Suite 101, Jacksonville, Florida 32216. The name of its initial registered agent at that address is Gary I. Christian.

ARTICLE IV

Board of Directors

The names and post office addresses of the initial Board of Directors of the Corporation, who shall hold office for the term hereinafter specified, or until their successor are elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Term</u>
Flint McLaughlin	P.O. Box 2411 Orange Park, Florida 32067-2411	One Year
Lee Brookins	8506 Synhoff Drive Jacksonville, Florida 32216	Two Years
David Clowe	3352 Ashridge Drive Jacksonville, Florida 32225	Three Years

The board of directors shall always consist of at least three individuals. After the initial terms of each of the respective members of the Board of Directors as set forth above, all directors shall serve for one year terms, as more particularly set forth in the Bylaws. Thereafter, as each director's term expires, that director shall be elected by the remaining members of the board of directors whose terms are not expiring, in the manner and at the time set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The corporation shall not issue shares of stock.

ARTICLE V

Not For Profit

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA Section 501(c)(3) of the Internal Revenue Code (*referred to below as the "Code"*). If the corporation ever has members, no member shall have any vested right, interest or privilege in or t the assets, income or property of the corporation and no part

of the income or assets of the corporation shall be distributable to or for the benefit of the members, except to the extent permissible under these Articles, and under relevant provisions of the Code.

ARTICLE VI

Duration

The duration (term) of the corporation is perpetual.

ARTICLE VII

Purposes

The corporation is organized, and shall be operated exclusively for religious, charitable, and educational purposes, including but not limited to providing religious, educational, and charitable services to residents and visitors to the Jacksonville Beach, Florida area and surrounding communities, operating through, among other things, a restaurant and meeting facility located in Jacksonville Beach, Florida, on an entirely non-profit basis, and for such other and further purposes which are consistent with the requirements of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and relevant provisions of the Code.

ARTICLE VIII

Powers

Solely for the above purposes, the corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property or any sort or

nature without imitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

- B. To engage in and transact any other lawful activity, sole in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not for Profit Corporation Act.
- C. To do any other things as incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE IX

Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VII of these Articles.

ARTICLE X

Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA Section 501 as an organization described in

26 USCA Section 501 (c)(3) of the Code and which is other than a private foundation as defined in 26 USCA Section 509 of the Code. These articles shall be construed accordingly and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation under 26 USCA Section 501(c)(3) of the Code. All references in these articles to sections of the Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI

Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine, For the purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA Section 170(c)(1) or 26 USCA Section 170 (c)(2)(B) and is described in 26 USCA Section 509(a)(1), (2) or (3) of the Code.

ARTICLE XII

Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

ARTICLE XIII

Incorporator

The name and street address of the sole incorporator is as follows:

Gary I. Christian
Suite 101, 3100 University Boulevard South
Jacksonville, Florida 32216

ARTICLE XIV

Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors and may be altered, amended or rescinded by the board of directors.

ARTICLE XV

Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE XVI

Indemnification and Civil Liability Immunity


The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Chapter 617, Florida Statutes. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Chapter 617, Florida Statutes, and other similar laws.

ARTICLE XVII

Commencement of Corporate Existence

The date when corporate existence shall commence is its date of incorporation, or January 1, 2002, to the extent allowed under applicable law.

IN WITNESS WHEREOF, the undersigned incorporator has signed these articles of incorporation on January 11, 2002.



Gary I. Christian, Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT


Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of corporation: I58 Projects, Inc.
2. Name and address of the registered agent and office:
Gary I. Christian
Suite 101, 3100 University Boulevard South
Jacksonville, Florida 32216

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I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 11, 2002



Gary I. Christian