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DECREE OF INCORPORATION

OF

SANTA ROSA COUNTY FAIR ASSOCIATION, INC.

The proposed charter of the Santa Rosa County Fair Association, Inc., having been presented to me this date for approval, and the Court finding:

1. The proposed charter was presented to this Court on November 20, 1992, for approval, as provided by Chapter 616, Florida Statutes, 1991.

2. Approval of the Board of County Commissioners of Santa Rosa County, Florida, was given for said incorporation on March 26, 1992.

3. Proof of publication was produced at the time of hearing, and no cause was shown by anyone as to why the Santa Rosa County Fair Association should not be incorporated.

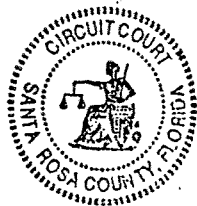
4. It appearing to the Court that the charter has been requested for the objects and purposes specified.

5. The charter is in order and all requirements of the law having been met,

It is ORDERED AND ADJUDGED that the subscribers thereto are hereby incorporated under the name SANTA ROSA COUNTY FAIR ASSOCIATION, INC., as given in the said charter with the objects and powers set forth therein, and this Decree of Incorporation, together with said charter, shall be recorded in the Office of the Clerk of the Circuit Court of Santa Rosa County, Florida.

DONE AND ORDERED in Santa Rosa County, Florida, this 20th day of November, 1992.

[Signature]
CIRCUIT JUDGE



CERTIFICATE OF INCORPORATION

OF

SANTA ROSA COUNTY FAIR ASSOCIATION, INC.

We, the undersigned incorporators, being residents and qualified electors of Santa Rosa County, Florida, hereby associate ourselves together and make, subscribe, and acknowledge this Certificate of Incorporation for the purpose of forming a corporation, not for profit, in accordance with the laws of the State of Florida.

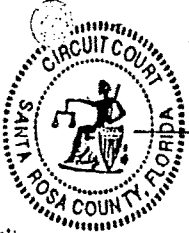
ARTICLE I

The name of this corporation shall be SANTA ROSA COUNTY FAIR ASSOCIATION, INC., and its principle office is located at the 6025 Cheyenne Drive, Milton, Florida 32570. The Board of Directors may from time to time move the principle office to any other address in Santa Rosa County, Florida.

ARTICLE II

The general nature, objects and purposes proposed to be transacted by this corporation shall be:

- (a) To conduct and operate public fairs or expositions for the benefit and development of the educational, agricultural, horticultural, livestock and other resources of the state or any county or counties of the state, and the association is incorporated for this sole purpose.
- (b) To conduct, hold and operate District or County home economics, agricultural, horticultural programs and events.
- (c) To buy, lease, acquire and occupy lands and to erect buildings and improvements of all kinds thereon and to develop same and to sell, mortgage, lease or convey said property or any part thereof, in its discretion from time to time, and to sell or rent spaces for exhibitions or other privileges.
- (d) To hold, conduct and maintain midways, also to conduct and operate public fairs for handicraft and educational projects.
- (e) To charge and receive reasonable compensation for admissions to such fairs or expositions.



IN THE CIRCUIT COURT IN AND FOR SANTA ROSA COUNTY, FLORIDA

RE: SANTA ROSA COUNTY FAIR ASSOCIATION, INC.

ORDER

THIS MATTER having come before this court on the SANTA ROSA COUNTY FAIR ASSOCIATION, INC., request for an Amendment to the Decree for Incorporation and the court having been advised of the following:

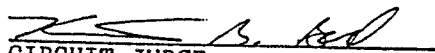
1. The proposed amendment was presented to this Court on September 15, 1993, as provided by Chapter 616, Florida Statutes;
2. Proof of publication was produced at the time of hearing, and no cause was shown by anyone as to why the Charter of the SANTA ROSA COUNTY FAIR ASSOCIATION, INC., should not be amended;
3. It appearing to this Court that the amendment has been requested for the objects and purposes specified;
4. The amendment to the Charter of the SANTA ROSA COUNTY FAIR ASSOCIATION, INC., is in order and all requirements of the law having been met;

IT IS THEREFORE,

ORDERED AND ADJUDGED that the amendment to the Charter of the SANTA ROSA COUNTY FAIR ASSOCIATION, INC., become a part of said Charter, and that this amendment be recorded in the Office of the Clerk of the Circuit Court of Santa Rosa County, Florida.

DONE AND ORDERED in chambers in Milton, Florida, on this

15th day of September, 1993.


CIRCUIT JUDGE

(f) To conduct and hold public meetings, to supervise and conduct lectures and all kinds of demonstration work in connection with or for the improvement of home economics, agricultural or horticultural work and matters connected therewith.

(g) To hold exhibits of home economics, agricultural and horticultural products and to give certificates or diplomas for excellence.

(h) Generally, to do, perform and carry out all matters, acts and business, usual or proper in connection with State, District or County Fair or Expositions, and

(i) To do any and all things permitted corporations not for profit and permitted to be done under the laws of the State of Florida.

ARTICLE III

The qualifications and terms of members and the manner of their admission and expulsion, are as follows: Any reputable person who is a citizen of the United States of America shall be qualified to become a member of the corporation and shall be admitted to membership upon acceptance of the Board of ~~Directors~~. Members in good standing may hold continuous membership. Members shall be expelled for failure to retain their reputable status, at any annual meeting or at any special meeting called for that purpose, upon the vote of three-fourths of the members present, provided such member has been notified, by registered mail, at least ten (10) days in advance of such contemplated action.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The names and residences of the charter subscribers are as follows and each is a bona fide resident and qualified elector of Santa Rosa County, Florida.

- ✓ Thomas R. Griffith 6025 Cheyenne Drive, Milton, FL 32570
- Diana W. Griffith 6025 Cheyenne Drive, Milton, FL 32570
- William S. Lundin 6880 Summit Drive, Milton, FL 32570
- Sue Mullins Lundin 6880 Summit Drive, Milton, FL 32570
- Louise D. Conerly 207 Birth Street, Milton, FL 32570

John Edwin Kelley	Rt. 6 Box 231-A, Milton, FL 32570
Russell E. Belt	213 Magnolia Street, Milton, FL 32570
John Atkins	P.O. Box 37, Jay FL 32565
Henry N. Shirah, Jr.	180 Evergreen Drive, Pace, FL 32571
Richard O. Cloutier	701 Chinquapin Road, Milton, FL 32570
W. Ronald Tucker	5852 Parsons Road, Milton, FL 32570
Charles E. Heiney	5749 Windermere Terrace, Pace, FL 32571
Jerry Allen Sumlin	4848 Friendly Street, Milton, FL 32571
Teresa Lynn Sumlin	4848 Friendly Street, Milton, FL 32571
Marshall Rufus Hayes, Jr.	4951 Berryhill Road, Milton, FL 32570
William Donald Salter	Rt. 2 Box 269, Milton, FL 32570
Swante Swenson	1251 Summit Lane, Gulf Breeze, FL 32561
Millard F. Adams, Jr.	4860 Alex Reed Trail, Pace, FL 32571
Dave Kessler	3411 Hillside Ave. Gulf Breeze, FL 32561
Ira Mae Hewatt	7201 Bill N Ira's Tr., Navarre, FL 32566
Byrd Mapoles	7150 Printers Alley, Milton, FL 32570
Linda B. Barber	4525 Bridgewater Drive, Pace, FL 32571
Michael Donahoe	720 Kingswood Drive, Milton, FL 32570
Pamela Brannon	8607 Laredo Drive, Navarre, FL 32566
Amy J. Symonds	5850 Cherokee Road, Milton, FL 32570
David Archer	Rt. 11 Box 173A, Milton, FL 32570
W. R. Dudley, D.M.V.	P. O. Box 4124, Milton, FL 32570
Tina Busby	6465 Lynwood Drive, Milton, FL 32583

ARTICLE VI

The affairs of this corporation shall be managed by a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and a Board of Directors of not less than nine nor more than thirteen (13) members, and by such other officers and agents as may be elected or appointed from time to time. The annual meeting of the members of this corporation shall be held at the Santa Rosa County Courthouse, or wherever so deemed by the Board of Directors, Milton, Santa Rosa County, Florida, on specific dates chosen by the Board of Directors. The members shall elect a Board of Directors at each annual meeting to hold office for the ensuing year, and the Board of Directors as elected shall hold a meeting as soon thereafter as possible and shall elect at such meeting

the officers of this corporation who shall hold office for the ensuing year. The Board of Directors shall have the power to appoint an executive committee which shall have all the powers usual to such committees. All officers shall continue in office until their successors have been elected and have assumed office, in case any office of this corporation becomes vacant, the Board of Directors shall fill such vacancy for the remainder of the unexpired term.

ARTICLE VII

The initial officers of the corporation shall be:

Chairman: Thomas R. Griffith
6025 Cheyenne Drive
Milton, Florida 32570

Vice-Chairman: William S. Lundin
6880 Summit Drive
Milton, Florida 32570

Secretary: Tina Archer
Richard Lane Road
Milton, Florida 32570

Treasurer: Richard Cloutier
6088 Lansing
Milton, Florida 32570

All of whom shall serve until their successors are elected by the Board of Directors.

ARTICLE VIII

The by-laws of the corporation are to be made by the members and may be altered, amended, or rescinded by a two-thirds vote of the said membership present and voting at any meeting. Ten (10) members shall constitute a quorum at any meeting.

ARTICLE IX

The highest amount of indebtedness or liability to which this corporation may at any time subject itself not exceed \$250,000.00.

ARTICLE X

The value of the real estate which the corporation may hold shall not exceed \$1,000,000.00.

ARTICLE XI

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members,

directors, officers or other private persons, except that 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 V hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

IN WITNESS WHEREOF, we the undersigned have hereunto set our names as Subscribers to this corporation on the 28th day of September, 1992, at Milton, Santa Rosa County, Florida.

Mary B. Jordan
WITNESS

Thomas R. Piffard
SUBSCRIBER

Mary B. Jordan
WITNESS

William B. Adams
SUBSCRIBER

Mary B. Jordan
WITNESS

Mary B. Jordan
WITNESS

William S. Linder
SUBSCRIBER

Mary B. Jordan
WITNESS

Mary B. Jordan
WITNESS

AMENDMENT TO
CERTIFICATE OF INCORPORATION

OF

SANTA ROSA COUNTY FAIR ASSOCIATION, INC.

We, the officers of the corporation known as SANTA ROSA COUNTY FAIR ASSOCIATION, INC., a not for profit corporation, in accordance with the laws of the State of Florida, do hereby make this amendment to the Certificate of Incorporation of Santa Rosa County Fair Association, Inc.

ARTICLE IV

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we the undersigned have hereunto set our names as officers as of this 6th day of May, 1993.

WITNESSED BY:

Diana G. Griffith
Diana G. Griffith
Stephen A. Madden

Thomas R. Griffith
THOMAS R. GRIFFITH
CHAIRMAN

APPROVAL OF BOARD OF COUNTY COMMISSIONERS
OF SANTA ROSA COUNTY, FLORIDA

The Board of County Commissioners of Santa Rosa County, Florida, meeting in session assembled on this 26th day of March, 1992, does hereby approve the foregoing Certificate of Incorporation of the Santa Rosa County Fair Association, Inc., and David C. Kessler, Chairman of the Board of County Commissioners of Santa Rosa County, Florida, is hereby authorized by the Board of County Commissioners of Santa Rosa County, Florida, to execute this approval on behalf of the Board which is and shall constitute the official act of the Board of County Commissioners of Santa Rosa County, Florida.

BOARD OF COUNTY COMMISSIONERS
OF SANTA ROSA COUNTY, FLORIDA

BY: David C. Kessler
Chairman

ATTEST:

Ronald H. Barnes
CLERK

ENDORSEMENT OF APPROVAL FOR CHARTER

SANTA ROSA COUNTY FAIR ASSOCIATION, INCORPORATED

THE ABOVE and foregoing instrument having been duly presented to the Florida Department of Agriculture and Consumer Services, and the same having been found to be in proper form and for the purpose set forth in Section 616.01, Florida Statutes, whereby the aforementioned association is petitioning the Circuit Court for a Charter to conduct a festival or county fair.

DATED IN THE office of the Commissioner of Agriculture in Tallahassee, Florida, this 5th day of October, 1992.




COMMISSIONER OF AGRICULTURE

STATE OF FLORIDA
COUNTY OF LEON.

I certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Bob Crawford, Commissioner of Agriculture, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of Oct, 1992.



NOTARY PUBLIC
VIRGIE B. HARROD

SEAL

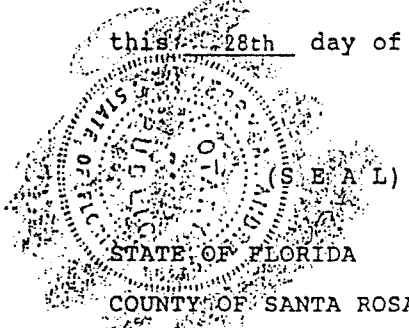
My Commission expires:

Notary Public, State of Florida
My Commission Expires June 22, 1994
Dated This Tray Fair - Insurance Inc.

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME, the undersigned authority, personally appeared
Thomas R. Griffith, who is personally known to me
~~and who has produced~~ and who executed the foregoing Certificate of Incorporation
~~and he/she~~ acknowledged to and before me that he/~~she~~ executed
such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 28th day of September, 1992.



Mary Andrews
Notary Public, State of Florida
Commission No.: AA652240
My Commission expires: March 2, 1993

BEFORE ME, the undersigned authority, personally appeared
Millard F. Adams, Jr., who is personally known to me
~~and who has produced~~ and who executed the foregoing Certificate of Incorporation
~~and he/she~~ acknowledged to and before me that he/~~she~~ executed
such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 28th day of September, 1992.

(S E A L)

Mary Andrews
Notary Public, State of Florida
Commission No.: AA652240
My Commission expires: March 2, 1993

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME, the undersigned authority, personally appeared
William S. Lundin, who is personally known to me
~~and who has produced~~ and who executed the foregoing Certificate of Incorporation
~~and he/she~~ acknowledged to and before me that he/~~she~~ executed
such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 28th day of September, 1992.

(S E A L)

Henry L. Andrews
Notary Public, State of Florida
Commission No.: AA652240
My Commission expires: March 2, 1993

OATH

The undersigned subscribers do hereby affirm that the sole purpose of the Association is public service; that there has been provided for the purposes of the Association property, money and other available assets in value exceeding \$5,000.00; and that it is intended in good faith to carry out the purposes and objects set forth in the charter.

Thomas L. Giffith
SUBSCRIBER

William B. Adams
SUBSCRIBER

William J. Swain
SUBSCRIBER

SANTA ROSA COUNTY, FLORIDA
GERALD F. BARNES, CLERK