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Law Offices of
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August 29, 2000

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Florida Secretary of State
PL-02, The Capital
Tallahassee, FL 32399-0258

Dear Secretary:

Enclosed for filing please find Articles of Incorporation for the Odessa Rodeo Foundation Inc. and Seven Springs Rotary, Inc. Two checks for the filing are attached, which included the fee for one certified copy.

Sincerely,



Nicholas J. Taldone, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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Enc.

F. CHESLER SEP 8 2000

ARTICLES OF INCORPORATION
OF
THE ODESSA RODEO FOUNDATION, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a nonprofit corporation under the Nonprofit Corporation Law of Florida, do hereby certify

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP -5 AM 7:23

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ARTICLE I. NAME OF CORPORATION

The name of the Corporation shall be The Odessa Rodeo Foundation, Inc.

ARTICLE 2. PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation shall be P.O. Box 295, New Port Richey, Pasco County, Florida.

ARTICLE 3 . PURPOSES OF CORPORATION

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 4. NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the persons who are the incorporators of the corporation are:

Robert Memoli
7851 Tenby Court
New Port Richey, Florida 34655

William Butler
8537 Orsi Court
New Port Richey Fl 34655

ARTICLE 5 PROHIBITION ON DISTRIBUTIONS TO MEMBERS. No part of the initial earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 3 hereof. 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. Notwithstanding any other provisions 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 1954 (or any 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 (or any corresponding provision of any future United States Internal Revenue Law).

ARTICLE 6. PROCEDURE UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of some future United Internal Revenue law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of general

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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 7. MANNER OF ELECTION OF DIRECTORS

The procedure for election of directors are stated in the bylaws of the corporation.

ARTICLE 8. INITIAL REGISTERED AGENT AND ADDRESS

Nicholas J. Taldone, Esq.
2536 Countryside Boulevard
Clearwater, Fl 33763

William T. Butler
Incorporator *WILLIAM T. BUTLER*

08-23-00
Date

Robert Menolo
Incorporator *Robert Menolo*

8-23-00
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I hereby 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.

Nicholas Taldone
Registered Agent

8/24/00
Date