

# TRANSMITTAL LETTER

# NO1000003619

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

**SUBJECT:** Pinellas Suncoast Association of REALTORS, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

700004271147--6  
-05/18/01--01053--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**FROM:** Nannette Abney, RCE  
Name (Printed or typed)

1545 South Belcher Road  
Address

Clearwater, FL 33764  
City, State & Zip

727-533-8833  
Daytime Telephone number

**FILED**  
01 MAY 18 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

*gks/24*

**ARTICLES OF INCORPORATION**  
**OF**  
**PINELLAS SUNCOAST ASSOCIATION OF REALTORS®, INC.**

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of Pinellas County, Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation, not-for-profit, and do hereby certify:

**ARTICLE I**  
**NAME**

The name of the corporation is Pinellas Suncoast Association of Realtors®, Inc. (hereafter call the "Association")

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Association is located at 7655 38<sup>th</sup> Avenue North, St. Petersburg, FL 33711

The mailing address of the Association is located at 7655 38<sup>th</sup> Avenue North, St. Petersburg, FL 33711

**ARTICLE III**  
**PURPOSE**

The general nature of the objects and purpose of this Association shall be that of providing professional service to the public in all matters pertaining to real estate. In the accomplishment of the foregoing purpose, it should be the object of the Association to foster, develop, promote and establish the highest profession in Pinellas County, Florida: to maintain a high standard of professional conduct and to comply with the code of ethics of the National Association of Realtors and such other ethical standards as may be adopted by this Association, and to enforce such standards in order to protect the public against unethical, improper, fraudulent and unscrupulous practices: to encourage the adoption of laws providing for equitable taxation to the end that real estate shall not bear an undue burden: to strengthen and support the real estate license law, to promote the interest of real estate in those who own it: and to advance the interest of Pinellas County and its municipalities by promoting public improvement in the best interest of its citizens.

This non-profit Association shall be authorized to carry out any and all acts and to exercise any and all powers which it may be lawful for a non-profit Association to do or exercise under the laws of the State of Florida. This Association is not organized for profit. No part of the net earnings of this Association shall inure to the benefit of any member of the Association or any individual, and no member of the Association or any other individual or organization formed for private profit shall, directly or indirectly, share in the distribution of the corporate assets of liquidation or dissolution of the Association.

The foregoing paragraphs enumerate the specific purposes of Association, but it expressly provides hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

**ARTICLE IV**  
**POWERS AND DUTIES**

The Association shall have all of the statutory powers of a corporation not-for-profit, as set forth in Chapter 617 of the Florida Statutes, as well as all common law powers, as lawfully modified by the Bylaws of the Association.

FILED  
01 MAY 18 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VI**  
**MEMBERS**

The Association shall have members. The qualification for membership in the Association and the rights of members are set forth in the Bylaws of the Association.

**ARTICLE VII**  
**NATIONAL ASSOCIATION OF REALTORS®**

This Association and its members are members of the National Association of Realtors®, Inc. This Association and its members are authorized by the National Association of Realtors® to utilize the word "Realtor®" (registered with the National Association of Realtors®, Inc.) and grants its use to its members. This Association subscribes to the Code of Ethics of the National Association of Realtors®, Inc., and is subordinate to and subject to the Authority of the National Association of Realtors®, Inc., as a condition of continued membership therein.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The business and affairs of this Association shall be managed by a Board of Directors. The number of directors may be changed by amendment of the Bylaws of the Association but their number shall never be less than three (3). The directors will be elected in accordance with the methods as set forth in the Bylaws of the Association. The initial Board of Directors of the Association shall be 14 of the current members of the Boards of Directors of SSAR and GCAR and shall be an equal amount from each of the merging associations (7 from GCAR and 7 from SSAR). The names and addresses of the initial officers and directors who are to serve until the first election of their successors are the following:

<u>NAME</u>	<u>ADDRESS</u>
Michael Bindman, President (2)	13700 Park Blvd., Seminole, FL 33776
Walt Smyth, President-Elect (3)	2201 4 <sup>th</sup> St. North, St. Petersburg, FL 33704
Jim McElroy, Secretary (3)	1961 Blue Heron Way, Palm Harbor, FL 34683
Alan Riley, Treasurer (3)	9400 Seminole Blvd., Seminole FL 33772
Phil Rogers, Director (3)	31560 U.S. 19 N., Palm Harbor, FL 34684
Amy Seeks (3)	5901 Sun Blvd., Suite 105, St. Petersburg, FL 33715
Laurie Neiman (2)	8106 U.S. 19, Port Richey, FL 34668
Bob Hendry (2)	1001 58 <sup>TH</sup> St. North, St. Petersburg, FL 33710
Phoebe Billing (2)	13700 Park Blvd, Seminole, FL 33776
Bill Coffman (1)	434 15 <sup>Th</sup> Ave. North, St. Petersburg, FL 33704
Temme Peterson (1)	12939 Walsingham Rd., Largo, FL 33774

Nancy Riley (1) 3401 4<sup>TH</sup> St. N., St. Petersburg, FL 33704  
 Dave Edwards (1) 3217 Tampa Road, Palm Harbor, FL 34684  
 Kevin Batdorf (1) 4300 4<sup>TH</sup> St. North, Suite C, St. Petersburg, FL 33703

**ARTICLE IX  
BYLAWS**

The conduct of the affairs of the Association shall be governed by the Bylaws. The method and procedure for adopting, amending and repealing the Bylaws shall be set forth in the Bylaws. Except for the adoption of the initial Bylaws, the Bylaws shall provide that the adoption, ratification, amendment or repeal of one or more bylaws shall require the affirmative vote of a majority of the membership present. The initial Bylaws of the Association shall be those adopted by the Board of Directors following approval of the Agreement and Plan of Merger between St. Petersburg Suncoast Association of REALTORS®, Inc. and the Greater Clearwater Association of REALTORS®, Inc. dated 5-3-2001, but prior to the "Effective Date" of that merger. The Bylaws so adopted shall remain in effect until ratified, amended or repealed by the Members and Directors as provided in those Bylaws.

**ARTICLE X  
AMENDMENTS**

These Articles of Incorporation may be amended in accordance with the provisions as set forth in the Bylaws of the Association.

**ARTICLE XI  
REGISTERED OFFICE AND AGENT**

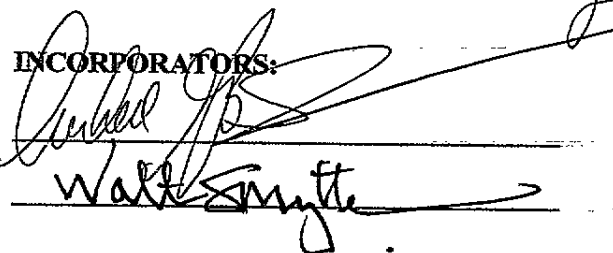
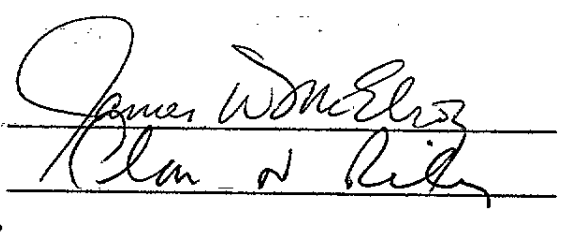
Michael J. Bindman, 13700 Park Blvd. Seminole, FL 33776

**ARTICLE XII  
INCORPORATORS**

The names and addresses of the incorporators of this Association are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
Michael Bindman	13700 Park Blvd., Seminole, FL 33776
Walt Smyth	2201 4 <sup>th</sup> Street North, St. Petersburg, FL 33704
Jim McElroy	1961 Blue Heron Way, Palm Harbor, FL 34683
Alan Riley	9400 Seminole Blvd., Seminole, FL 33772

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 3<sup>rd</sup> day of May, 2001.

INCORPORATORS:  
  


STATE OF FLORIDA )  
 ) SS.  
COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2001, by Michael Bindman, Walt Smyth, Jim McElroy, and Alan Riley, as Incorporators of PINELLAS SUNCOAST ASSOCIATION OF REALTORS®, INC. Each personally known to me or have produced \_\_\_\_\_ as identification.

Kathleen Dispenza  
(Notary Signature)

(NOTARY SEAL)



Kathleen Dispenza  
My Commission CC793403  
Expires November 29, 2002

KATHLEEN DISPENZA  
(Notary Name Printed)  
NOTARY PUBLIC  
COMMISSION NO. CC 793403

FILED  
01 MAY 18 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT CERTIFICATE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the following is submitted, compliance with said statute:

The PINELLAS SUNCOAST ASSOCIATION OF REALTORS®, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of St. Petersburg, County of Pinellas, State of Florida, has named Michael J. Bindman, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Association, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states he/she is familiar with Section 617.0503, Florida Statutes.

**REGISTERED AGENT:**

By: [Signature]  
Michael J. Bindman

Dated: MAY 3, 2001