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FLORIDA NON-PROFIT CORPORATION

Lakewood Ranch Business Alliance, Inc.

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ARTICLES OF INCORPORATION
OF
LAKEWOOD RANCH BUSINESS ALLIANCE, INC.

A Florida Non-Profit Corporation

These articles of incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME

The name of this corporation is LAKEWOOD RANCH BUSINESS ALLIANCE, INC. The principal office and the mailing address of the corporation is 6311 Atrium Drive, Suite 200, Lakewood Ranch, FL 34202.

ARTICLE II. - PURPOSE

This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve the business conditions among, members of the Lakewood Ranch business community, as may be more specifically set forth in the bylaws of the corporation, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real and personal;
- (d) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and

(e) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE III. - MEMBERSHIP

The membership of the corporation shall be as determined by the bylaws.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors. The board of directors shall be elected or appointed as provided in the bylaws. The initial directors of this corporation shall be DAVID MINTON, BOB DeCECCO, and BARBARA JONES. The board of directors shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the corporation.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be: 1819 Main Street, Suite 610, Sarasota, FL 34236. The registered agent shall be: VICTOR G. SANTIAGO, ESQ.

ARTICLE VII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, 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 II hereof. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from taxation under the Code.

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer or committee member of the corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceedings, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted, or not pursued by the proposed indemnitee, that such person did not act in good faith, nor in a manner such person reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe his or her conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. It is the intent of this provision to provide the most comprehensive indemnification possible to the officers, directors and committee members of the corporation, as permitted by Florida law. The corporation may extend greater indemnification rights pursuant to its bylaws.

ARTICLE IX. - INCORPORATOR

The name and address of the incorporator are as follows:

VICTOR G. SANTIAGO, ESQ.
Norton, Hammersley, Lopez & Skokos, P.A.
1819 Main Street, Suite 610
Sarasota, FL 34236

ARTICLE X. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

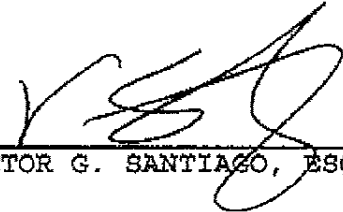
ARTICLE XI. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended as provided for in the bylaws; provided, however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity which would disqualify the corporation from tax-exempt status under the Internal Revenue Code.

ARTICLE XII. - DISSOLUTION

Upon 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, dispose of all of the assets of the corporation by distributing those assets either to an organization which is exempt from federal income tax under Section 501(c)(6) of the Code, or for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on April 20, 2005.



VICTOR G. SANTIAGO, ESQ.

"INCORPORATOR"

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles, 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.

DATED: April 20, 2005.



VICTOR G. SANTIAGO, ESQ.