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Fax Number : (850) 617-6381

From: Account Name : WHWW, INC.
Account Number : I20060000124
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DIVISION OF CORPORATIONS

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Email Address: Lisa.Coney@Sci-us.com

FLORIDA PROFIT/NON PROFIT CORPORATION
FAIRBANKS NEIGHBORHOOD & MERCHANTS ASSOCIATION,
INC.

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| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$70.00 |

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March 3, 2011

Lance A. Ragland, Esq.
WHWW, Inc.
329 Park Avenue North, 2nd Floor
Winter Park, FL 32789

Re: Fairbanks Neighborhood & Merchants Association, Inc.

Dear Mr. Ragland:

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

FINANCIAL SERVICES COMMISSION

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GOVERNOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FAIRBANKS NEIGHBORHOOD & MERCHANTS ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation (the "Corporation") is FAIRBANKS NEIGHBORHOOD & MERCHANTS ASSOCIATION, INC.

ARTICLE II

PURPOSES

The purpose for which the Corporation is organized is to promote the safe and economical renovation of Fairbanks Avenue between Interstate 4 and Highway 17-92 in Winter Park, Florida. It is the express desire of the Corporation to ensure the safety and economic interests of the residents and business owners that are affected by the usage and redevelopment of such road; to promote responsible growth and redevelopment without cost prohibitive assessment or impact fees; and, to allow for continued access to the neighborhoods and merchants during such redevelopment.

ARTICLE III

TERM OF EXISTENCE

The effective date upon which this Corporation shall come into existence shall be the date these Articles of Incorporation are filed with the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator is:

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| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|---|
| Lance A. Ragland | 329 Park Avenue North, 2 nd Floor Winter Park, FL 32789 |

ARTICLE V

OFFICERS

The affairs of the Corporation shall be managed by a President, a Secretary, a Treasurer, and such other officers as may be provided for by the Directors from time to time as permitted by the bylaws of the Corporation. An officer may hold one or more offices. The Officers shall be elected by the Directors annually in accordance with the provisions of the bylaws. The initial officers of the corporation shall be:

| | |
|------------------|----------------|
| President - | Lisa Coney |
| Vice President - | Elizabeth Wood |
| Secretary - | Linda Cooper |
| Treasurer - | Jill Cooper |

ARTICLE VII

DIRECTORS

The Board of Directors of the Corporation shall consist of not less than three (3) persons nor more than fifteen (15) persons, the exact number and the manner of their election or appointment to be determined in accordance with the provisions of the bylaws.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the directors of the Corporation, after no less than fifteen (15) days prior written notice to all Directors.

ARTICLE IX

MISCELLANEOUS

Section 1. Neither the directors nor the officers of the Corporation shall be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any director or officer of the Corporation be subject to the payment of the obligations of the Corporation to any extent whatsoever.

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Section 2. The Corporation shall have no capital stock.

Section 3. This Corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

ARTICLE X

**INITIAL PRINCIPAL OFFICE;
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the Corporation is 1350 West Fairbanks Avenue, Winter Park, Florida 32789. The mailing address is 1350 West Fairbanks Avenue, Winter Park, Florida 32789. The initial registered office of the Corporation shall be 390 North Orange Avenue, Suite 1500, Orlando, Florida 32801, and the registered agent of the Corporation at that office shall be WHWW, INC., a Florida corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 1st day of March, 2011.




Lance A. Ragland, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 1st day of March, 2011.



Lance A. Ragland