

NO00000004245



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 732299 80557A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 15, 2000

ORDER TIME : 11:32 AM

ORDER NO. : 732299-005

200003292752-5

CUSTOMER NO: 80557A

CUSTOMER: Joseph J. Deross, Jr., Esq
JOSEPH J. DEROSS, ESQ
JOSEPH J. DEROSS, ESQ
401 South Indian River Drive

Fort Pierce, FL 34950

DOMESTIC FILING

NAME: FORT PIERCE SOUTH BEACH
PROPERTY OWNERS AND BUSINESS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini - EXT.

EXAMINER'S INITIALS:

W-15314/00
Pit 6/15/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 15 PM 2:31

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 4:44



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 15 PM 4:45

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 15, 2000

CSC NETWORKS

SUBJECT: FORT PIERCE SOUTH BEACH PROPERTY OWNERS AND
BUSINESS ASSOCIATION, INC.
Ref. Number: W00000015314

We have received your document for FORT PIERCE SOUTH BEACH
PROPERTY OWNERS AND BUSINESS ASSOCIATION, INC. and the
authorization to debit your account in the amount of \$70.00. However, the
document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never
have fewer than three directors.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 800A00034364

RESUBMIT

Please give original
submission date as file date

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 26 PM 4:39

RECEIVED

ARTICLES OF INCORPORATION
OF
FORT PIERCE SOUTH BEACH PROPERTY OWNERS
AND BUSINESS ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 15 PM 4:45

WE, THE UNDERSIGNED, hereby associate ourselves for the purpose of forming a Florida corporation not-for-profit pursuant to Chapter 617, Florida Statutes, as amended and certify as follows:

ARTICLE I-NAME

The name of the corporation is FORT PIERCE SOUTH BEACH PROPERTY OWNERS AND BUSINESS ASSOCIATION, INC.

ARTICLE II-CORPORATE NATURE

A. This corporation is organized for general purposes pursuant to the Florida Corporations Not For Profit Law set forth in section 617 of the Florida Statutes.

GENERAL AND SPECIFIC PURPOSES

A. This corporation is organized exclusively to promote awareness and education of the public concerning issues that affect property owners and business owners located on South Beach, Fort Pierce, Florida. This corporation may raise and solicit funds to promote its purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Revenue Law.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of any candidate for public office, political committee or similar group set out to directly or indirectly influence any local, state or federal issue other than an issue which would affect the operation of the FORT PIERCE SOUTH BEACH PROPERTY OWNERS AND BUSINESS ASSOCIATION, INC.

C. This Corporation is not organized for the pecuniary profit of its Directors, officers, or members; nor may it issue stock, or declare, nor distribute

dividends, and no part of its net income shall inure to the benefit of any of these persons; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kind shall be devoted solely to the educational, charitable and benevolent purposes of the corporation.

ARTICLE III-POWERS

The powers of the Corporation shall include and be governed by the following provisions:

A. The Corporation shall have all the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

B. The Corporation shall have all of the powers reasonably necessary to implement the purposes of the corporation, including, but not limited to, the following:

1. To use a corporate name or title and to have a corporate seal or symbol.
2. To use the proceeds of donations, grants, or other funding in the exercise of its powers and purposes.
3. To acquire, own, deal with, and dispose of property, both real and personal.
4. To appoint officers and agents, and to act through them.
5. To make and amend by-laws and regulations consistent with the law for the internal regulation of the corporation, and to establish procedures for carrying out its approved purposes.
6. To sue and be sued in the corporate name.

C. All funds and title of all properties acquired by the Corporation and the proceeds thereof shall be held only for the not-for-profit purpose of the Corporation, in accordance with the laws of the State of Florida.

D. The powers of the Corporation shall be subject to and be exercised in accordance with the provisions of the By-Laws of the Corporation.

E. The foregoing statement of the corporate purposes shall be construed as a statement of both purposes of powers, and not restricting or limiting in any way the general powers of this Corporation, or their exercise and enjoyment, as they are expressly or implicitly granted by the laws of the State of Florida.

ARTICLE IV-MEMBERS

The qualifications of the members, the manner of their admission to the membership and termination of such membership, and voting by members shall be as follows:

A. Qualifications: Membership in the Corporation shall be open to any person, organization, corporation or other like entity interested in the purpose and objectives of the Corporation and who meets the requirements for membership as contained in the By-Laws of the Corporation.

B. Termination of Membership: The membership of any member may be terminated on a vote of two-thirds (2/3) of the full Board of Directors at a regular or special meeting upon grounds delineated in the By-Laws of the Corporation.

D. Voting by Members: Each member shall be entitled to one vote on each matter submitted to a vote of the members.

E. By-Laws of the Corporation contain additional provisions concerning members and membership not in conflict with these Articles of Incorporation.

ARTICLE V-TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI-ADDRESS

The initial street address of the principal office of this Corporation is to be: 985 Seaway Drive, Fort Pierce, Florida 34949. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - MANAGEMENT OF THE AFFAIRS OF THE CORPORATION (OFFICERS)

A. The affairs of this Corporation shall be managed by a Board of Directors except to the extent that the Directors may delegate any responsibility(s) for such matters as it sees fit to an Executive Director as provided for in these Articles and in accordance with the By-Laws.

B. The Officers of this Corporation shall consist of a President, one or more Vice Presidents, a Secretary(s), and a Treasurer(s), all of whom shall be elected by the Board of Directors according to the By-Laws of this Corporation. The Board of Directors may, if they desire, combine any of the offices except the offices of Secretary and President shall not be combined. In addition, the Directors may provide for such other officers, agents, supervisory personnel or employees or the Corporation, including the Executive Director, as they shall see fit.

C. At the annual meeting of the Board of Directors, officers shall be elected, to hold office until the next annual meeting of the Board of Directors until their successors are elected and qualify. The outgoing President of the Board of Directors shall serve for at least one additional year as a Director before terminating his position on the Board.

D. The names of the officers who are to serve until the first election by the Board of Directors after filing of these Articles of Incorporation are as follows:

President- John Wolsifer

Vice President/Secretary/Treasurer- Dan Conroy

Director - Joseph J. DeRoss, Jr.

ARTICLE VIII-BOARD OF DIRECTORS

A. This Corporation shall be governed by a Board of Directors consisting of not fewer than three (3) persons nor more than fifteen (15) persons (including the past President) as provided for in the By-Laws.

B. The names and of the persons who will serve as Directors until the first annual meeting of the Board of Directors after the filing of these Articles of Incorporation, or until their Successors are elected and qualify, are as follows:

President- John Wolsifer

Vice President/Secretary/Treasurer -Dan Conroy

Director - Joseph J. DeRoss, Jr.

C. Succeeding Board of Directors and succeeding Directors shall be

President- John Wolsifer

Vice President/Secretary/Treasurer -Dan Conroy

C. Succeeding Board of Directors and succeeding Directors shall be elected in the manner and in accordance with the method provided for in the By-Laws of the Corporation, as the same shall be constituted from time to time.

ARTICLE IX-BY-LAWS

The original By-Laws of this Corporation shall be adopted by a majority vote of the Directors of this Corporation present at a meeting called for that purpose, as which a majority of the Board of Directors is present, and thereafter the By-Laws of this Corporation may be amended, altered and rescinded only in the manner provided for in the By-Laws.

ARTICLE X-PROHIBITION AGAINST DISTRIBUTION OF INCOME

This Corporation shall never have nor issue any shares of stock in the Corporation, nor shall it distribute any part of its income, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation for reimbursement for reasonable expenses incurred on behalf of the Corporation by the members, Directors, officers, as permitted by Section 617.011, Florida Statutes.

ARTICLE XI-INDEMNIFICATION

The Corporation shall have the power to indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in right of the Corporation, brought to impose any liability or penalty on such person for an act or acts that have been or alleged to have been committed (including alleged actual omissions or failures to act) by such person, except as constitutes gross negligence or willful misconduct, in his capacity as a Director, Officer, employee, or agent of this Corporation, against Judgments, fines, reasonable attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation may pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding, upon a preliminary determination of the correctness of such person's conduct as required by

law and upon receipt of any undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expenses. The Board of Directors may authorize the purchase and maintenance of insurance to provide indemnification hereunder.

ARTICLE XII-AMENDMENT

These Articles of Incorporation may be amended from time to time after the proposal of such an amendment or amendments by any member of the Board of Directors and after a resolution adopted by two-thirds (2/3) of the entire Board of Directors voting in person at any meeting called at least in part to consider such amendment or amendments and at which a quorum exists. Said amendment shall be clearly stated in the notice of meeting at which time such amendment is to be considered. Such notice shall also be provided to the membership of this Corporation for the purpose of input.

ARTICLE XIII-DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organization of similar purpose which are themselves exempt as organizations described in Section 170 and Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or to federal, state, or local government for exclusive public purposes.

ARTICLE XIV-NO DISCRIMINATION

In selection of officers, directors, agents or employees, and in carrying out the purposes of this Corporation, there shall be no discrimination as to race, creed, religion or sex.

ARTICLE XV-REGISTERED AGENT

This Corporation names JOHN WOLSIFER, as its Registered Agent to

accept service of process within the State at the following address:

985 Seaway Drive
Fort Pierce, FL 34949
(561) 468-6110

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 4:45

ARTICLE XVI-GENDER OR NUMBER

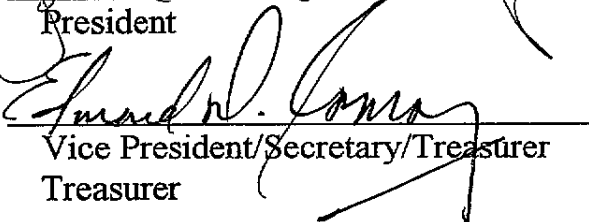
Reference herein made to gender or number shall be taken to mean masculine or feminine, singular or plural, whenever the context or circumstances so require.

ARTICLE XVII-SUBSCRIBERS

The names and addresses of the Subscribers hereto, who are also the President, Vice President, Secretary and Treasurer of this Corporation, respectively, are as follows:

IN WITNESS WHEREOF, the undersigned have subscribed their names respectively to these Articles of Incorporation of the FORT PIERCE SOUTH BEACH PROPERTY OWNERS AND BUSINESS ASSOCIATION, INC., a corporation not-for-profit and as officers of the aforementioned Corporation, on this 31st day of May, 2000.

By: 
President

By: 
Vice President/Secretary/Treasurer
Treasurer

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

The undersigned hereby accepts the designation of registered agent on behalf of the FORT PIERCE SOUTH BEACH PROPERTY OWNERS AND BUSINESS ASSOCIATION, INC.


JOHN WOLSIFER

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that before me this day personally appeared [Signature] who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 31st day of May, 2000.

Patricia Rolls
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



PATRICIA ROLLS
COMMISSION # CC 640561
EXPIRES JUN 22, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that before me this day personally appeared [Signature] who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 31st day of May, 2000.

Patricia Rolls
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



PATRICIA ROLLS
COMMISSION # CC 640561
EXPIRES JUN 22, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
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00 JUN 15 PM 4:45