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FLORIDA NON-PROFIT CORPORATION

CLEARWATER DOWNTOWN PARTNERSHIP, INC.

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**ARTICLES OF INCORPORATION
OF
CLEARWATER DOWNTOWN PARTNERSHIP, INC.
A NONPROFIT CORPORATION**

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

**ARTICLE I
NAME**

The name of this corporation is: CLEARWATER DOWNTOWN PARTNERSHIP, INC.

**ARTICLE II
PRINCIPAL ADDRESS**

The principal place of business of the corporation is: 911 Chestnut Street, Clearwater, FL 33756. The principal mailing address of the corporation is: P.O. Box 398, Clearwater, FL 33757.

**ARTICLE III
PURPOSE**

1. The corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable, religious, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code").
2. 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 be empowered to make the election authorized under Code Section 501(h). The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3) or by an organization, contributions to which are deductible under Code Section 170(c)(2).

Prepared By:
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4. Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

5. Without in any way limiting the foregoing purposes, the corporation shall be authorized to receive contributions and to make distributions of cash and property which qualify as "qualifying distributions," as defined in Code Section 4942(g) or which qualify as a "set-aside," as described in Code Section 4942(h).

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The method of election of the corporation's directors shall be stated in the bylaws.

ARTICLE V LIMITATIONS

1. No part of the net 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 III 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 or in opposition to any candidate for public office. Notwithstanding any other provision 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 Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code.

2. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.

3. The corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.

4. The corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.

5. The corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.

6. The corporation will not make any taxable expenditures as defined in Code Section 4945(d), or the corresponding section of any future federal tax code.

ARTICLE VI
DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the corporation dissolves, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all remaining assets of the corporation exclusively to charitable organizations which would then qualify under the provisions of Code Section 501(c)(3) and the treasury regulations, as now they exist, or as they may hereafter be amended.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the corporation are:

PETER A. RIVELLINI

911 Chestnut Street
Clearwater, FL 33756

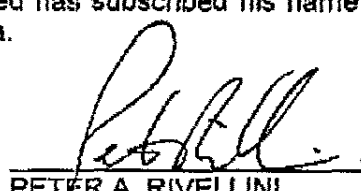
ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are:

PETER A. RIVELLINI

911 Chestnut Street
Clearwater, Florida 33756

IN WITNESS WHEREOF, the undersigned has subscribed his name this 11th day
of May, 2005, at Clearwater, Florida.



PETER A. RIVELLINI

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. § 48.091, CLEARWATER DOWNTOWN PARTNERSHIP, INC., desiring to organize under the laws of the State of Florida, hereby designates PETER A. RIVELLINI, located at 911 Chestnut Street, Clearwater, FL 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. § 48.091 relative to maintaining an office for the service of process.


PETER A. RIVELLINI

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