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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ps 8/11/10

ELISE K. WINTERS, P.A.
Attorney at Law

1006 Drew Street
Clearwater, FL 33755

(727) 442-3888
Fax: (727) 443-6944
ewinters@elisekwinters.com

August 6, 2010

Via UPS Delivery

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Downtown Clearwater Merchant's Association, Inc.

Dear Sir or Madam:

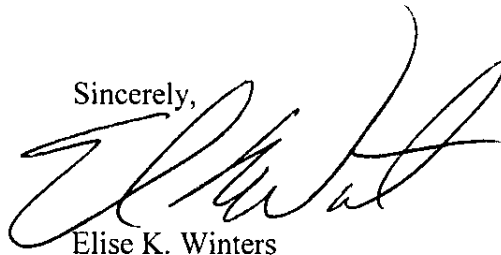
Enclosed are the following:

1. Original and one (1) copy of the Articles of Incorporation for the above referenced Florida Not for Profit Corporation;
2. Original and one (1) copy of the Designation of Registered Agent;
3. Check number 13914 drawn on the account of member Bob Lee's Automotive Repari Inc. in the amount of \$70.00 to cover the filing fees.

If any additional information or documentation is required, please do not hesitate to contact me.

Best regards.

Sincerely,



Elise K. Winters

EKW:sjr
Enclosures

ARTICLES OF INCORPORATION
OF
DOWNTOWN CLEARWATER MERCHANT'S ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for the Corporation:

Article I
Name and Principal Address

The name of the Corporation is Downtown Clearwater Merchant's Association, Inc. The initial principal address of the Corporation is c/o Elise K. Winters P.A., 1006 Drew Street, Clearwater, FL 33755.

Article II
Purposes

The purposes for which this Corporation is organized are exclusively those of a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended. The general nature of the activities of this Corporation is the promotion and improvement of the common interests of the commercial and industrial interests within the boundary of the Clearwater Downtown Development Board special taxing district in Clearwater, Florida.

Article III
Term of Existence

The Corporation shall have perpetual existence.

Article IV
Membership

The members of this Corporation shall be those persons who have been admitted to the membership in accordance with the bylaws of this corporation.

Article V
Board of Directors

a. The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors initially composed of three (3) members. The directors need not be members of the

Corporation. The number of directors may be changed by a bylaw adopted pursuant to the bylaws of the Corporation.

b. The names and addresses of the initial directors of the Corporation are:

Vik Patel
1822 N. Belcher Road
Suite 100
Clearwater, FL 33756

Kim M. Benedettini
P.O. Box 15453
Clearwater, FL 33755

Shelley Jaffe
519 Cleveland Street
Suite 205
Clearwater, FL 33755

c. The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

Article VI Officers

a. The initial officers of the Corporation are:

President:	Vik Patel
Vice President:	Kim M. Benedettini
Secretary:	Kim M. Benedettini
Treasurer:	Shelley Jaffe

b. The persons named as initial officers shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

Article VII Prohibitive Activities

a. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that this 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.

b. Notwithstanding any other provision of these articles of incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United State Internal Revenue law.

Article VIII Registered Agent, Initial Registered Office

a. The name of the registered agent of the Corporation is Elise K. Winters. The address of the initial registered office of the Corporation is 1006 Drew Street, Clearwater, FL 33755.

b. The Board of Directors may move the registered office or the principal office to any other address in Florida.

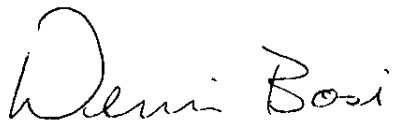
**Article XI
Incorporator**

The name and address of the incorporator is Dennis Bosi, c/o Downtown Development Board, 112 S. Osceola Avenue, 1st Floor, Clearwater, FL 33756.

**Article X
Amendments to Articles of Incorporation**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

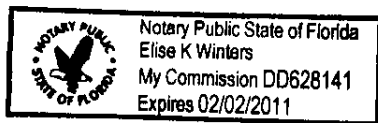
IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on ____ July, 2010.

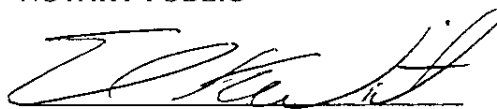

Dennis Bosi

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5th day of July, 2010, by Dennis Bosi, who is personally known to me or who presented _____ as identification and who did take an oath.

NOTARY PUBLIC





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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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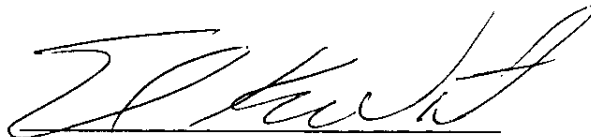
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

Downtown Clearwater Merchant's Association, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Elise K. Winters, located at 1006 Drew Street, Clearwater, Florida 33755, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Elise K. Winters

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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